ULTIMATE SPIDER-MAN®

MARVEL

BENDIS • LAFUENTE

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ULTIMATE SPIDER-MAN

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PREVIOUSLY:

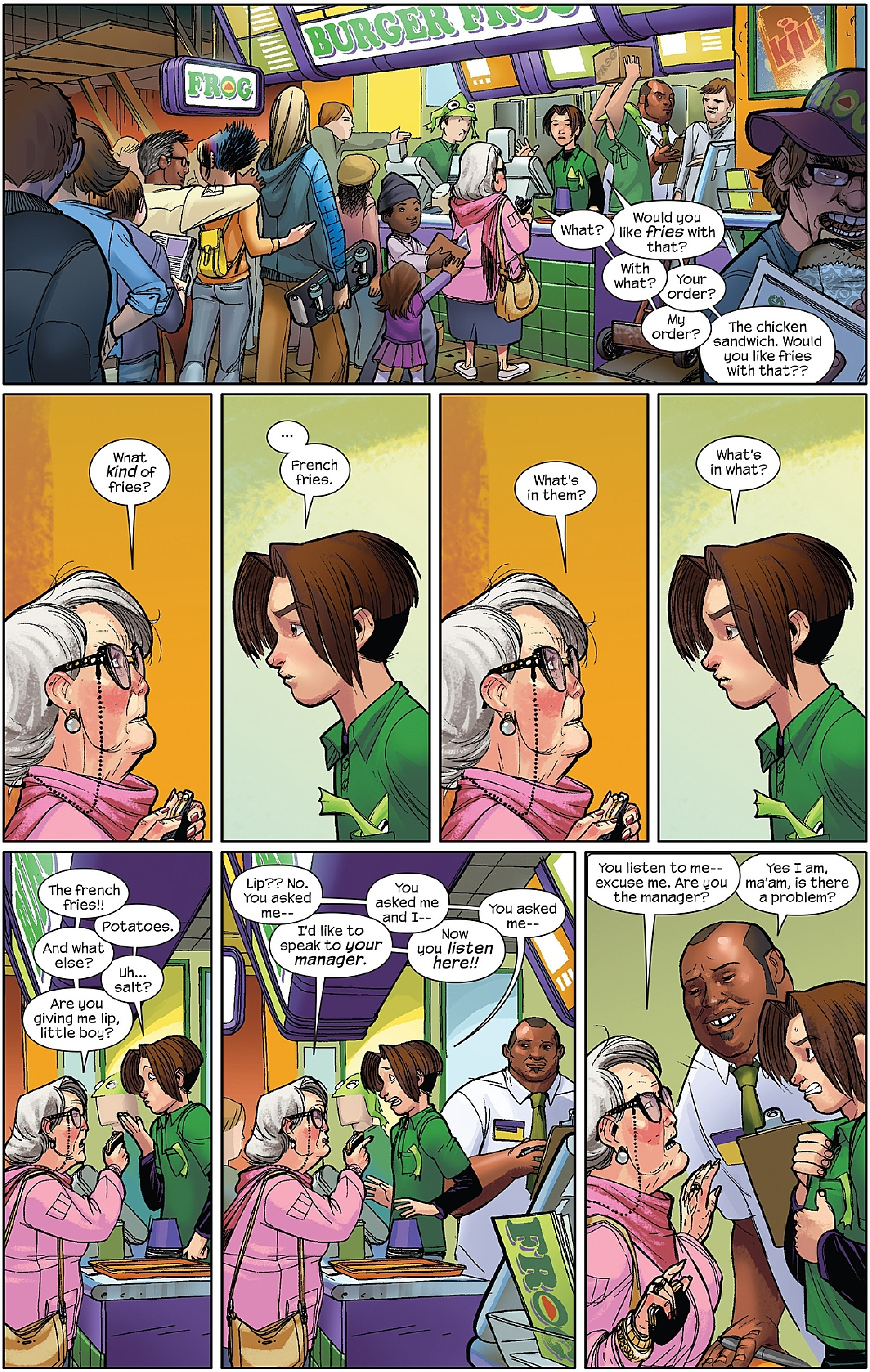
Six months ago...

The Ultimatum Wave has destroyed New York City. With no warning a massive tidal wave crashed down on the island of Manhattan killing millions of people in the blink of an eye. Many of the world's iconic heroes died in the tragedy. It has been revealed that the wave was a terrorist attack by the mutant Magneto.

When the tidal wave subsided, Spider-Man helped search for survivors in the watery hell that was Midtown. For a while it was believed that Spider-Man himself had not survived. J. Jonah Jameson, publisher of the Daily Bugle, was witness to Spider-Man's last day of heroics. Jameson wrote what he thought was Spider-Man's obituary. A powerful piece praising Spider-Man's unique brand of heroism…

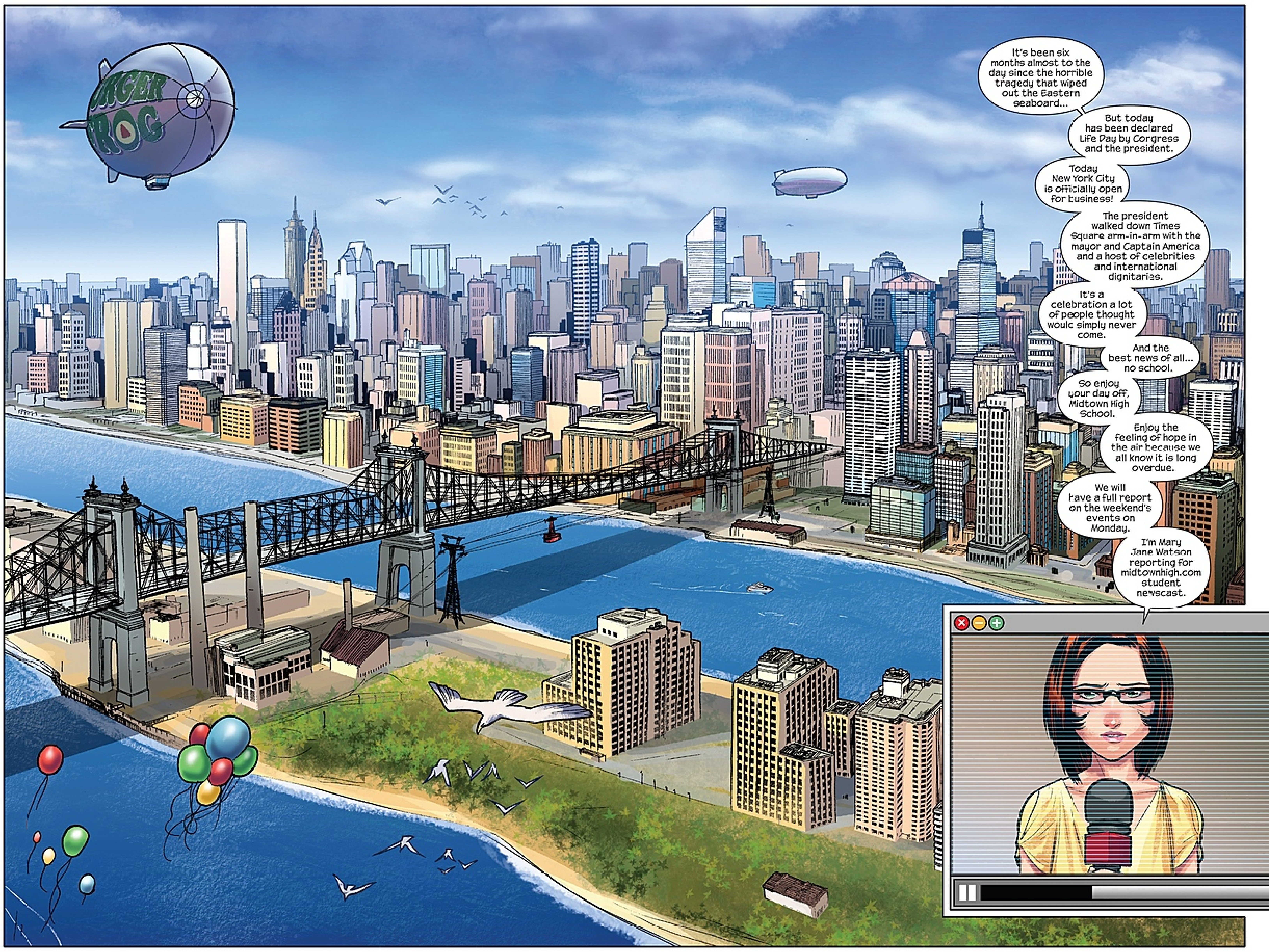
1

My name is Peter Parker.
I am Spider-Man.
I was bit by a one-of-a-kind spider and now I have one-of-a-kind spider-powers.
I've saved the world. Or at least helped save it.
I almost died doing it. A couple of times. For real. But I didn't.
I've fought bad guys of every shape and size. True bad guys. World-class villains. Bad *bad* guys.
I've met super heroes, icons. Captain America. Yep.
You're talking to a sixteen-year-old who can swing across the city on a web line he actually invented.
A guy who can lift a city bus over his head. A guy who has fought the Hulk and walked away from it.
We're talkin' vampires, mutants, Doctor Doom, Sandman, Green Goblin, Doctor Octopus...
I have already seen and done more than most people will ever get to do in their whole lives.
And now I have one question, and I want you to think about this very carefully.
I want you to look me in the eye and I want you to tell me:
Do you want fries with that?


BURGER FROG
FROG
What?
Would you like *fries* with that?
With what?
Your order?
My order?
The chicken sandwich. Would you like fries with that??
What *kind* of fries?
...
French fries.
What's in them?
What's in what?
The french fries!!
Potatoes.
And what else?
Uh... salt?
Are you giving me lip, little boy?
Lip?? No. You asked me--
You asked me and I--
You asked me--
I'd like to speak to *your manager*.
Now you *listen here!!*
You listen to me-- excuse me. Are you the manager?
Yes I am, ma'am, is there a problem?

This punk is giving *me* lip!!
Are you giving her lip?
No!! No!!
She asked me what the french fries were made of and I said--
I WILL NOT BE SPOKEN TO IN THIS MANNER!! I'LL CALL LIVE-ON-FIVE AND REPORT YOU PEOPLE!!
I'll have a camera crew down here. You can tell them how you make fun of old people who just want some--
Ma'am. How about a free apple pie and a coffee?
Yeah?
On the house. How about that?
Yeah...
Okay.
Here you go.
Thank you and have a nice day.
Apple Pie
That's more like it.
Peter...
I didn't do anything!!!
Peter, you--
I didn't do anything!!!
You listen to me...

Customer relations is the most important--
She- she--
You're warned.
I'm *warned???*
There's a hundred kids looking to take your job. And where's your hat??
It gives me hat hair.
Put on the hat. It's for health code reasons.
You don't have to wear a hat.
I'm the manager.
The *food* doesn't know that.
Put it on!!
Can... I help you?


It's been six months almost to the day since the horrible tragedy that wiped out the Eastern seaboard...
But today has been declared Life Day by Congress and the president.
Today New York City is officially open for business!
The president walked down Times Square arm-in-arm with the mayor and Captain America and a host of celebrities and international dignitaries.
It's a celebration a lot of people thought would simply never come.
And the best news of all... no school.
So enjoy your day off, Midtown High School.
Enjoy the feeling of hope in the air because we all know it is long overdue.
We will have a full report on the weekend's events on Monday.
I'm Mary Jane Watson reporting for midtownhigh.com student newscast.

VRRRROOMMMMM
SCRASHH
BOOM!!
How'd that feel??
Oh!! Ho ho ho!!
Get the money and let's go.
And the beer.
And the beer!!
Are you kidding me with this??
Open it and give me every last dime--!!
There's, like, sixty dollars. Take it!!
The safe, yutz!! Open the safe!
What the hell??
What the hell??
What are you--?
Oh come on...

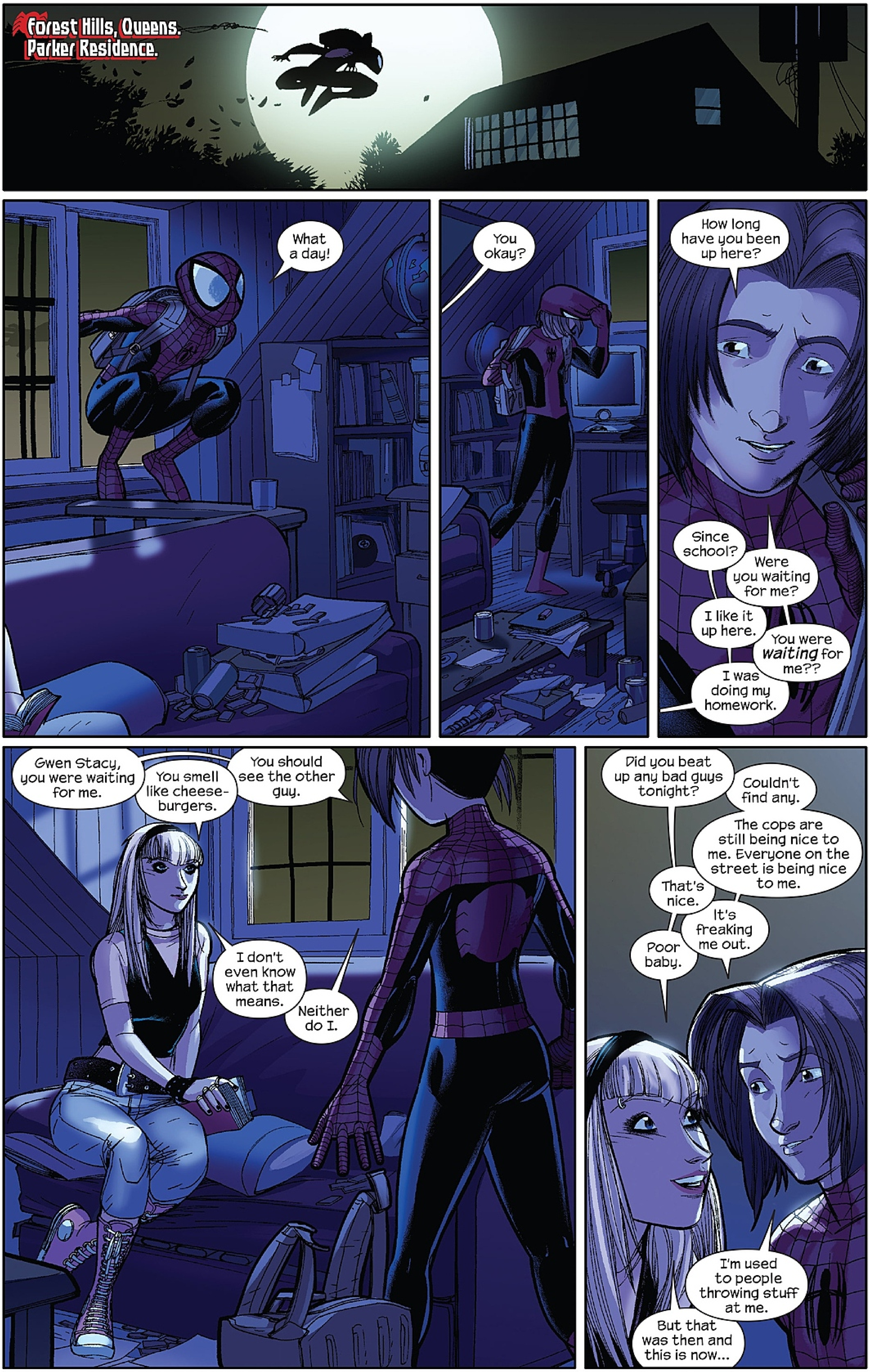
You idiots.
#$%^ you.
BAM
Like I said, idiots.
BAM
BAM
BAM
BAM
Yeah?
So now what?

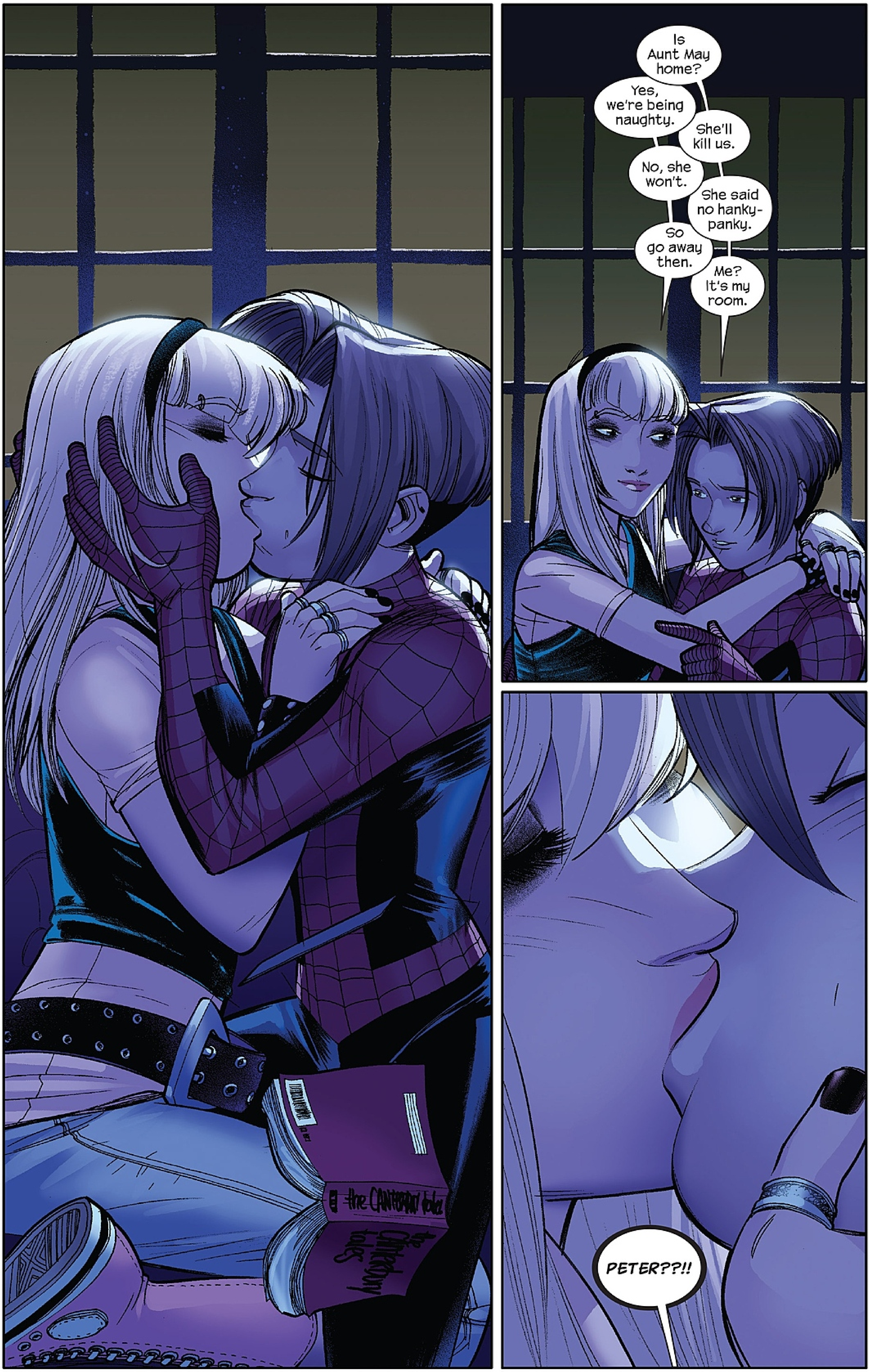
This is what!
KTANG
AAGGHH!!
CRACK
Oh no... oh no... AGGHH!!
oh sh--
FUMP
Nah!
TAP

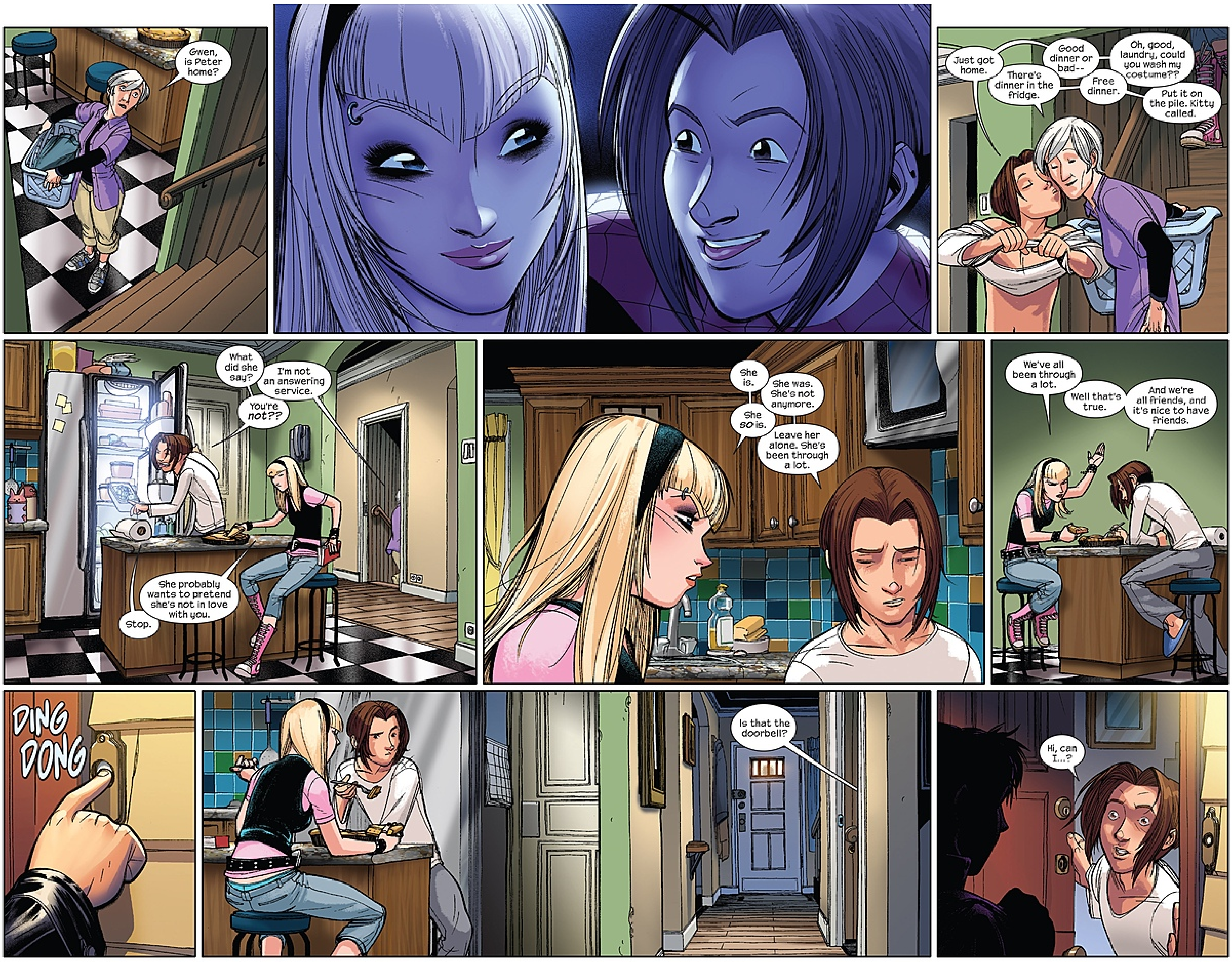
SMASH
Oof!
I don't--
this isn't--
Nayah!
You want to die!!?? You want to go to jail for this stupid crap??
All the horror that's gone on in the world and this is the best you can think to do??
Don't!!
Really?? This is the best thing you could think of?
You're going to go to jail. When you get out--clean up. Change your life.
BE HAPPY YOU STILL HAVE ONE!!!
SMASH
Oh my God...
You okay?
Oh my God...
And what kind of malarkey and shenanigans--

--Are we...
Uh, what happened?
Oh my God!!
I can't believe this!!
I CAN'T BELIEVE IT!!
OH MAN!!
Did they crash in on purpose or--?
Uh oh.
Holy crap!!
I--I didn't do this!!
Just everyone freeze!! Everyone stay where they are!!
I- I- oh man--
I- I- uh--
It really takes a special kind of me to have a terrible day end so spectacularly sucky.
You really him??
Of course it's really him! Look at him.
Oh man, what an honor to meet you!!

Uh...
Can I shake your hand??
Uh, I guess.
Seriously, bravo to you, kid. Bravo to you.
What happened here?
I swear to God, I just got here myself.
They--they just crashed in here and tried to *rob the place.*
I swear, these punks are getting way more ballsy with their stupid crap.
They crashed the jeep right *through the window* and-- and--and--
Does anyone smell hamburgers? I smell hamburgers.


Forest Hills, Queens.
Parker Residence.
What a day!
You okay?
How long have you been up here?
Since school?
Were you waiting for me?
I like it up here.
You were *waiting* for me??
I was doing my homework.
Gwen Stacy, you were waiting for me.
You smell like cheese-burgers.
You should see the other guy.
I don't even know what that means.
Neither do I.
Did you beat up any bad guys tonight?
Couldn't find any.
The cops are still being nice to me. Everyone on the street is being nice to me.
That's nice.
It's freaking me out.
Poor baby.
I'm used to people throwing stuff at me.
But that was then and this is now...


Is Aunt May home?
Yes, we're being naughty.
She'll kill us.
No, she won't.
She said no hanky-panky.
So go away then.
Me? It's my room.
PETER??!!


Gwen, is Peter home?
Just got home.
Good dinner or bad--
There's dinner in the fridge.
Free dinner.
Oh, good, laundry, could you wash my costume??
Put it on the pile. Kitty called.
What did she say?
I'm not an answering service.
You're not??
She probably wants to pretend she's not in love with you.
Stop.
She is.
She was. She's not anymore.
She SO is.
Leave her alone. She's been through a lot.
We've all been through a lot.
Well that's true.
And we're all friends, and it's nice to have friends.
DING DONG
Is that the doorbell?
Hi, can I...?

Hey Peter.
Oh my God, Johnny Storm!
Where've you been??
Where do I know that name from?
The Fantastic Four. The Human Torch.
Oh yeah, hey man...
Are you okay? It's been months. Where've you been??
I just-- I need somewhere to crash.
Can--can I stay here tonight? I hate to ask. I just need a bed or...
Hey, hey...
Sorry... I'm just...

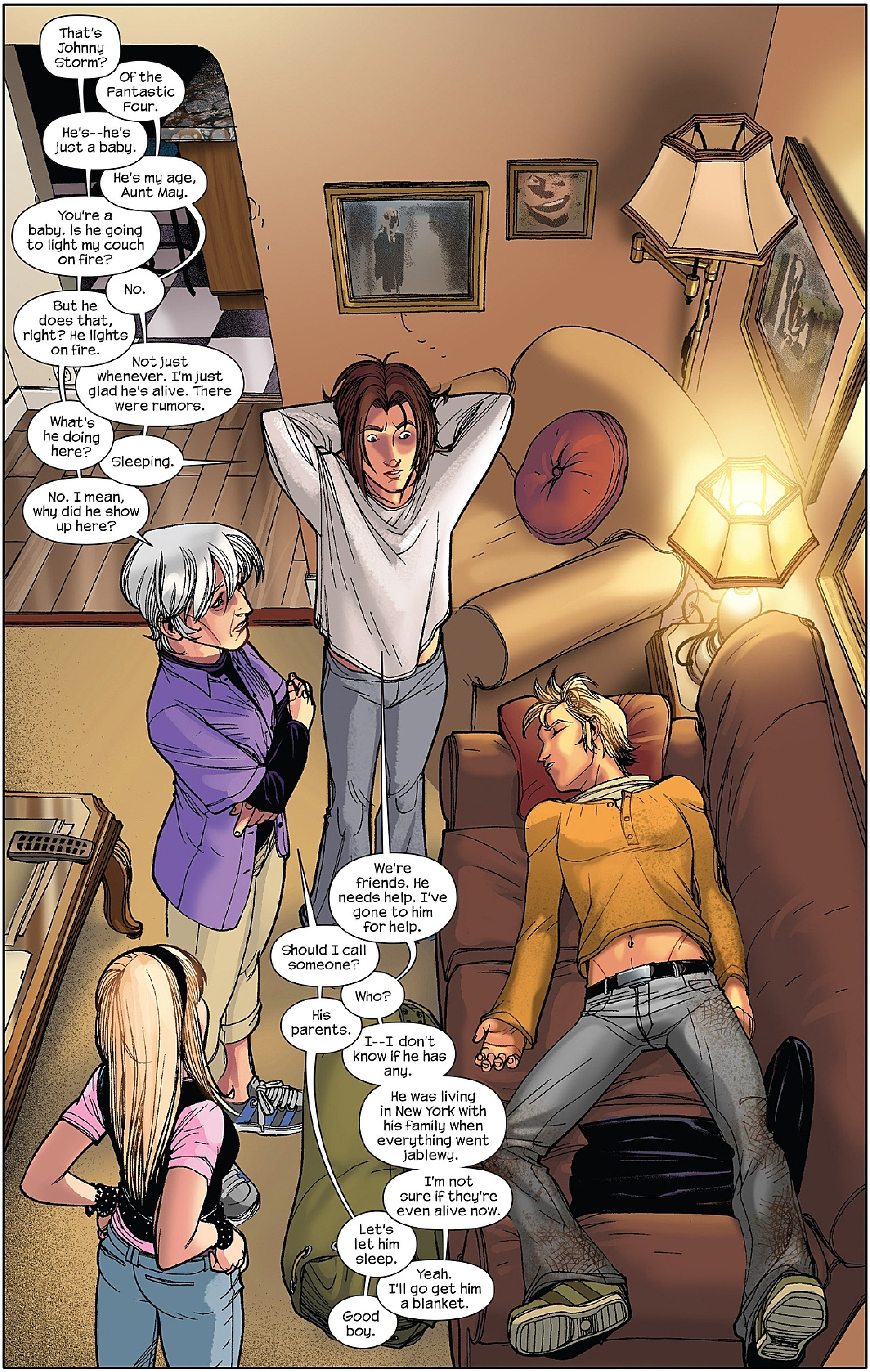
Later That Night.
Explain this one to me.
What?
How does the Kingpin get to come back to America?
Ah!
I mean, I'm glad to be back in business...
Sure.
But the guy was caught *murdering someone.*
I'd keep your voice down.
He was caught red-handed. It's on *tape.*
Shh!! Seriously, man, I need the gig even worse than *you.*
Thing is-- listen--thing is, when the city drowned...
So did the courthouse, so did the federal building, so did the evidence.
A little payola here, a little payola there, and boom!! The big man is back in town.
He *is* bulletproof.
Shh! He might be right outside the--
Oh oh! Hey, boss! You look--
It's so great you're back. Seriously, if there is any--
Give me the room.

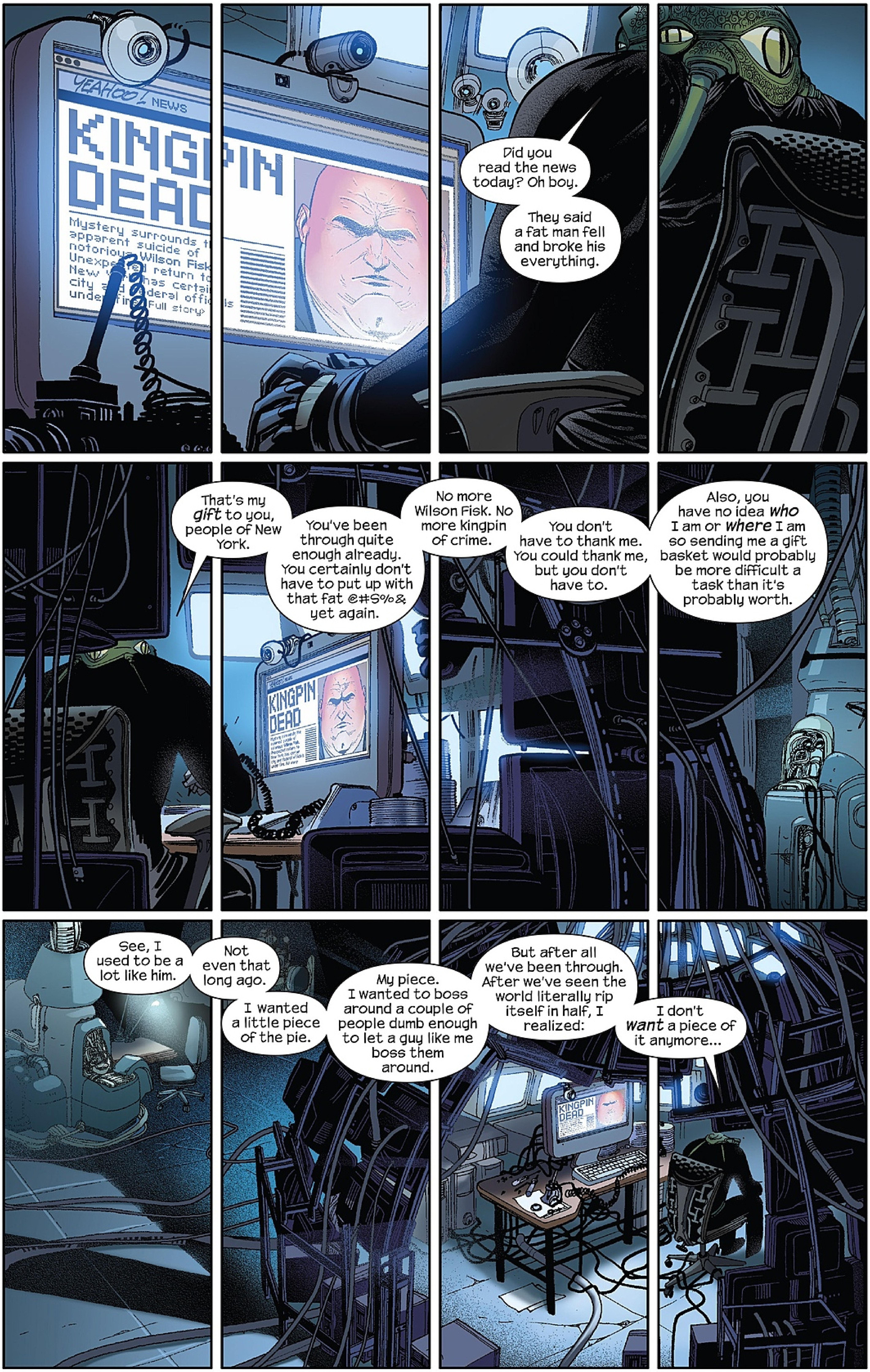
You've waited a long time for this, huh?
I told you, I wanted the--!!
Who are you now?
I'm actually a big fan of yours but...
You came back at a bad time.
ZZZAATTTTTTT
HUUAARRGH!
ZZZAATTTTTTT

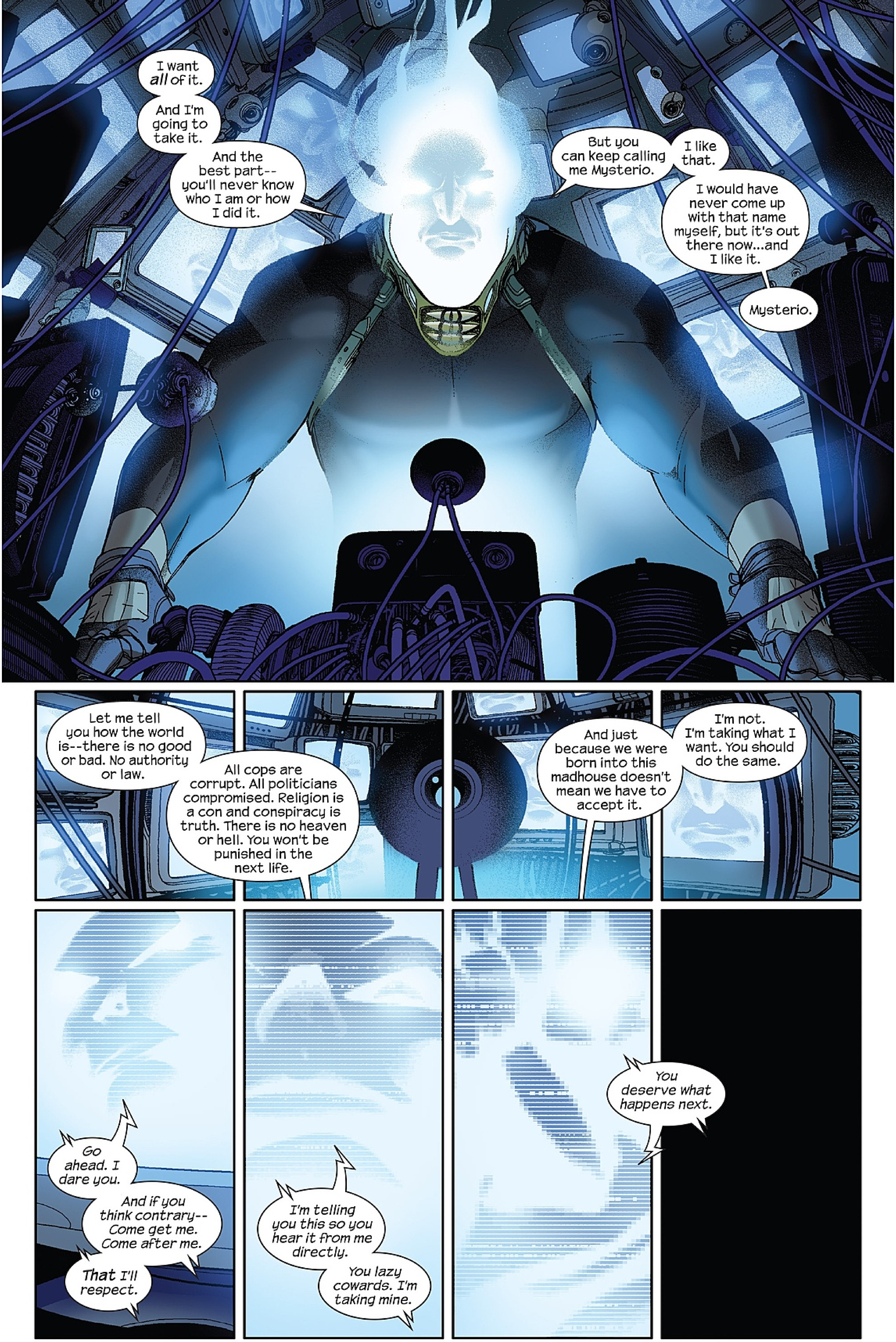
TOOM
Humpty Dumpty.
Very nice.

That'll look good on the resume.

2


That's Johnny Storm?
Of the Fantastic Four.
He's--he's just a baby.
He's my age, Aunt May.
You're a baby. Is he going to light my couch on fire?
No.
But he does that, right? He lights on fire.
Not just whenever. I'm just glad he's alive. There were rumors.
What's he doing here?
Sleeping.
No. I mean, why did he show up here?
We're friends. He needs help. I've gone to him for help.
Should I call someone?
Who?
His parents.
I--I don't know if he has any.
He was living in New York with his family when everything went jablewy.
I'm not sure if they're even alive now.
Let's let him sleep.
Yeah. I'll go get him a blanket.
Good boy.

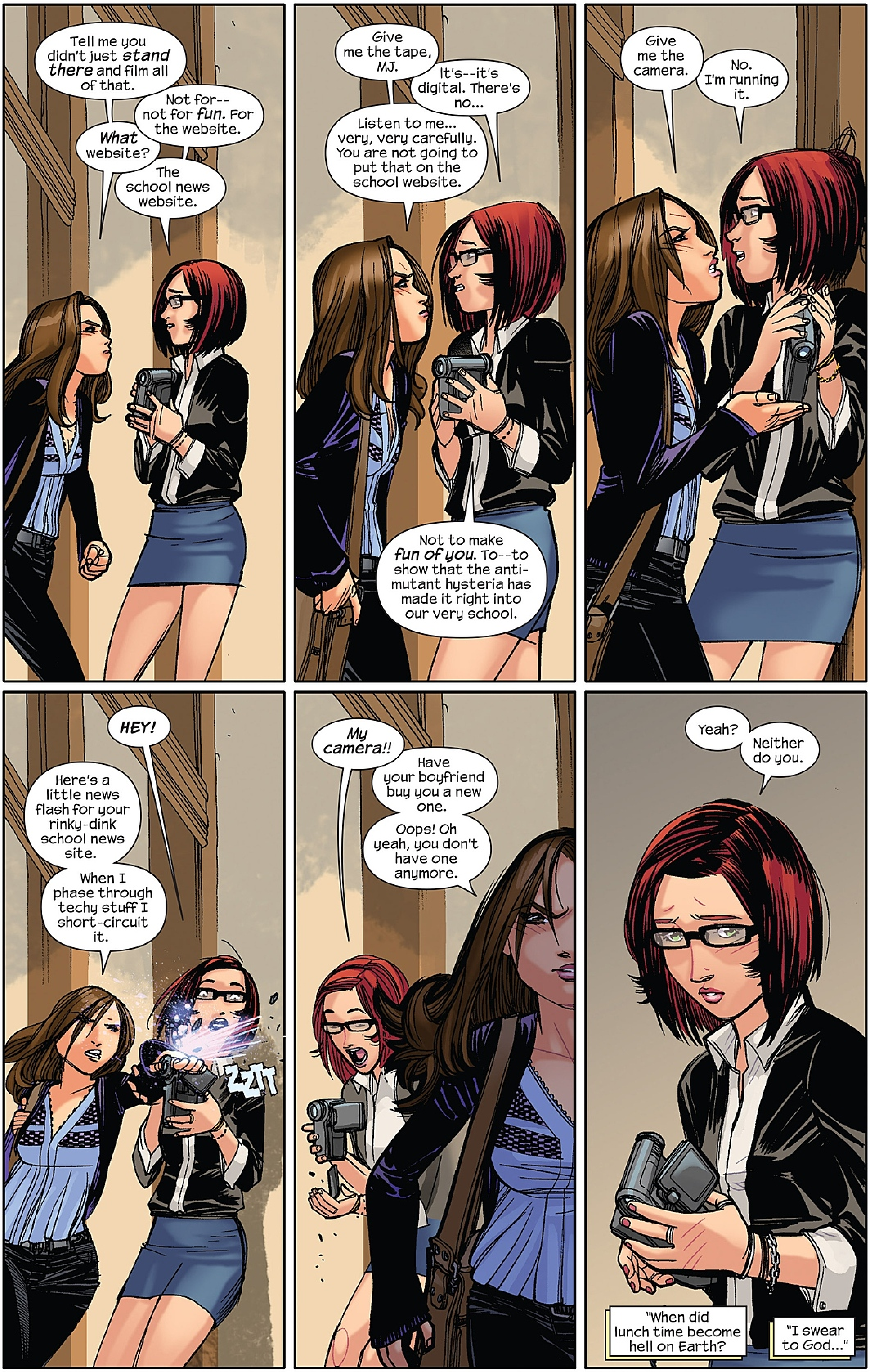

YEAHOO! NEWS
KINGPIN DEAD
Mystery surrounds the apparent suicide of notorious Wilson Fisk
Full story>
Did you read the news today? Oh boy.
They said a fat man fell and broke his everything.
That's my *gift* to you, people of New York.
You've been through quite enough already. You certainly don't have to put up with that fat @#$%& yet again.
No more Wilson Fisk. No more kingpin of crime.
You don't have to thank me. You could thank me, but you don't have to.
Also, you have no idea *who* I am or *where* I am so sending me a gift basket would probably be more difficult a task than it's probably worth.
See, I used to be a lot like him.
Not even that long ago.
I wanted a little piece of the pie.
My piece. I wanted to boss around a couple of people dumb enough to let a guy like me boss them around.
But after all we've been through. After we've seen the world literally rip itself in half, I realized:
I don't *want* a piece of it anymore...


I want *all* of it.
And I'm going to take it.
And the best part--you'll never know who I am or how I did it.
But you can keep calling me Mysterio.
I like that.
I would have never come up with that name myself, but it's out there now...and I like it.
Mysterio.
Let me tell you how the world is--there is no good or bad. No authority or law.
All cops are corrupt. All politicians compromised. Religion is a con and conspiracy is truth. There is no heaven or hell. You won't be punished in the next life.
And just because we were born into this madhouse doesn't mean we have to accept it.
I'm not. I'm taking what I want. You should do the same.
Go ahead. I dare you.
And if you think contrary--Come get me. Come after me.
That *I'll respect.*
I'm telling you this so you hear it from me directly.
You lazy cowards. I'm taking mine.
You deserve what happens next.

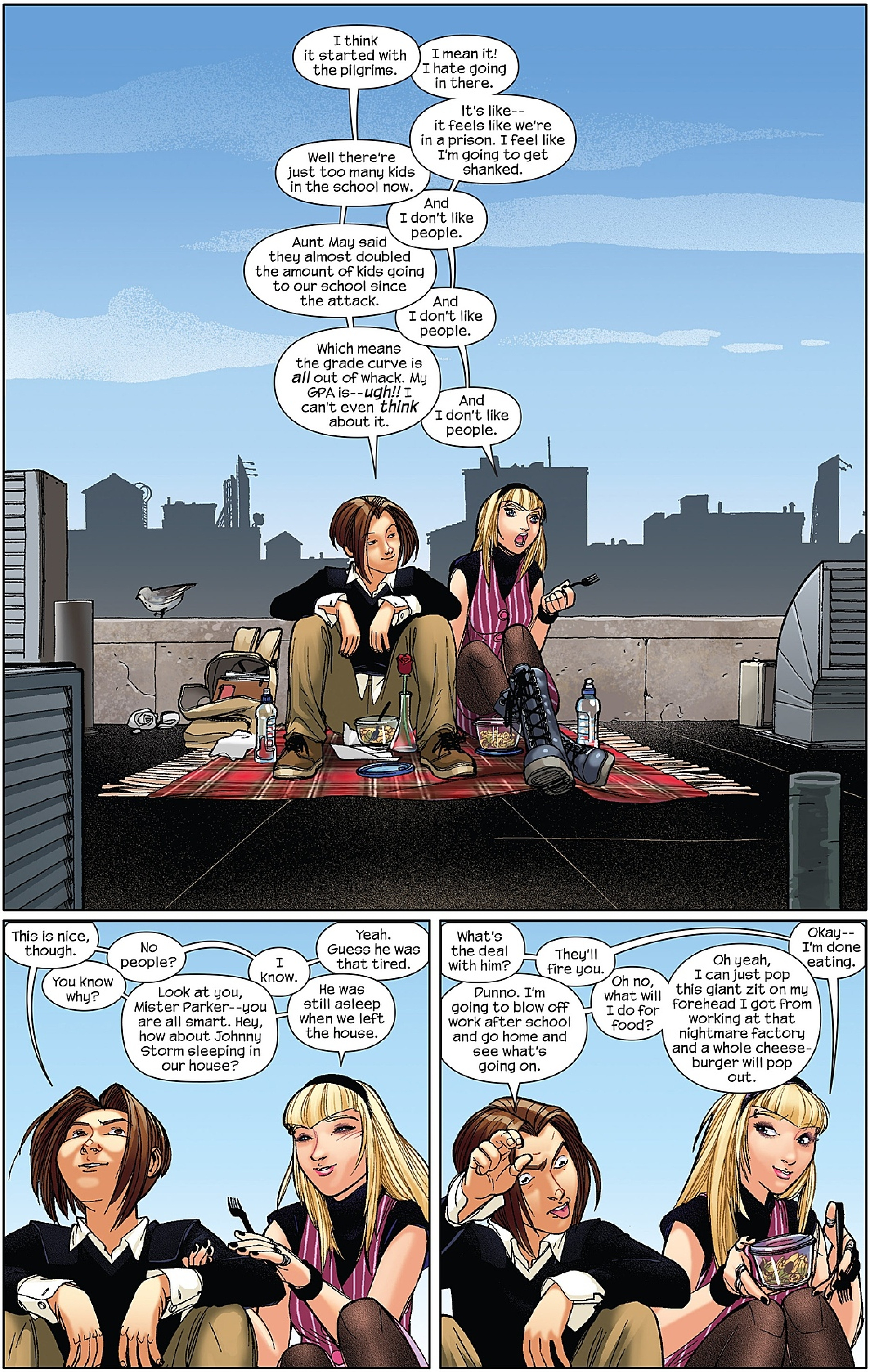
DAH!
Oh man!
Come on...
Come on, man.
Don't go crazy *now.*
Or, y'know, crazi-*er.*

BAD OTTER DJ
TAP
Ooh!
Oh!
Told ya!
Two points.
God! That *is* freaky!!
Seriously, she shouldn't even be allowed to go here.
Isn't she against the law??
Anyone got, like, a water balloon?
Watch this. Right though her brain.
HEY!!!

Whoa!!
LEAVE HER ALONE!!
Come on!!
Dude!!
What's your deal, Kong?!!
Leave her alone!!
You really want to go there with me, man?
Leave her alone!! She didn't do anything to you!!
Well, she drowned New York.
You're an idiot!
What?? Are you guys even a couple anymore??
Leave her alone or I swear to God, me and you--
Well look at mister big--
STOP!!
All of you, up against the wall!! Now!!
You're going to live in detention, Flash Thompson!!
You'll all live there for the rest of your lives!!
Miss Pryde...
I didn't do anything.
I told you not to use your mutant powers on school grounds. I made it very clear.
What was I supposed to do? Let them hit me with bottles and cans?
It's against the law!!
Are you serious? I was just sitting here, man.
I made it very clear. There are laws and you are forcing my hand here.
Detention.
JEEZ!!



Tell me you didn't just *stand there* and film all of that.
Not for-- not for *fun*. For the website.
What website?
The school news website.
Give me the tape, MJ.
It's--it's digital. There's no...
Listen to me... very, very carefully. You are not going to put that on the school website.
Not to make *fun of you*. To--to show that the anti-mutant hysteria has made it right into our very school.
Give me the camera.
No. I'm running it.
HEY!
Here's a little news flash for your rinky-dink school news site.
When I phase through techy stuff I short-circuit it.
ZZIT
My camera!!
Have your boyfriend buy you a new one.
Oops! Oh yeah, you don't have one anymore.
Yeah?
Neither do you.
"When did lunch time become hell on Earth?
"I swear to God..."


I think it started with the pilgrims.
I mean it! I hate going in there.
It's like-- it feels like we're in a prison. I feel like I'm going to get shanked.
Well there're just too many kids in the school now.
And I don't like people.
Aunt May said they almost doubled the amount of kids going to our school since the attack.
And I don't like people.
Which means the grade curve is *all* out of whack. My GPA is--*ugh!!* I can't even *think* about it.
And I don't like people.
This is nice, though.
No people?
You know why?
Look at you, Mister Parker--you are all smart. Hey, how about Johnny Storm sleeping in our house?
I know.
Yeah. Guess he was that tired.
He was still asleep when we left the house.
What's the deal with him?
They'll fire you.
Dunno. I'm going to blow off work after school and go home and see what's going on.
Oh no, what will I do for food?
Oh yeah, I can just pop this giant zit on my forehead I got from working at that nightmare factory and a whole cheese-burger will pop out.
Okay-- I'm done eating.

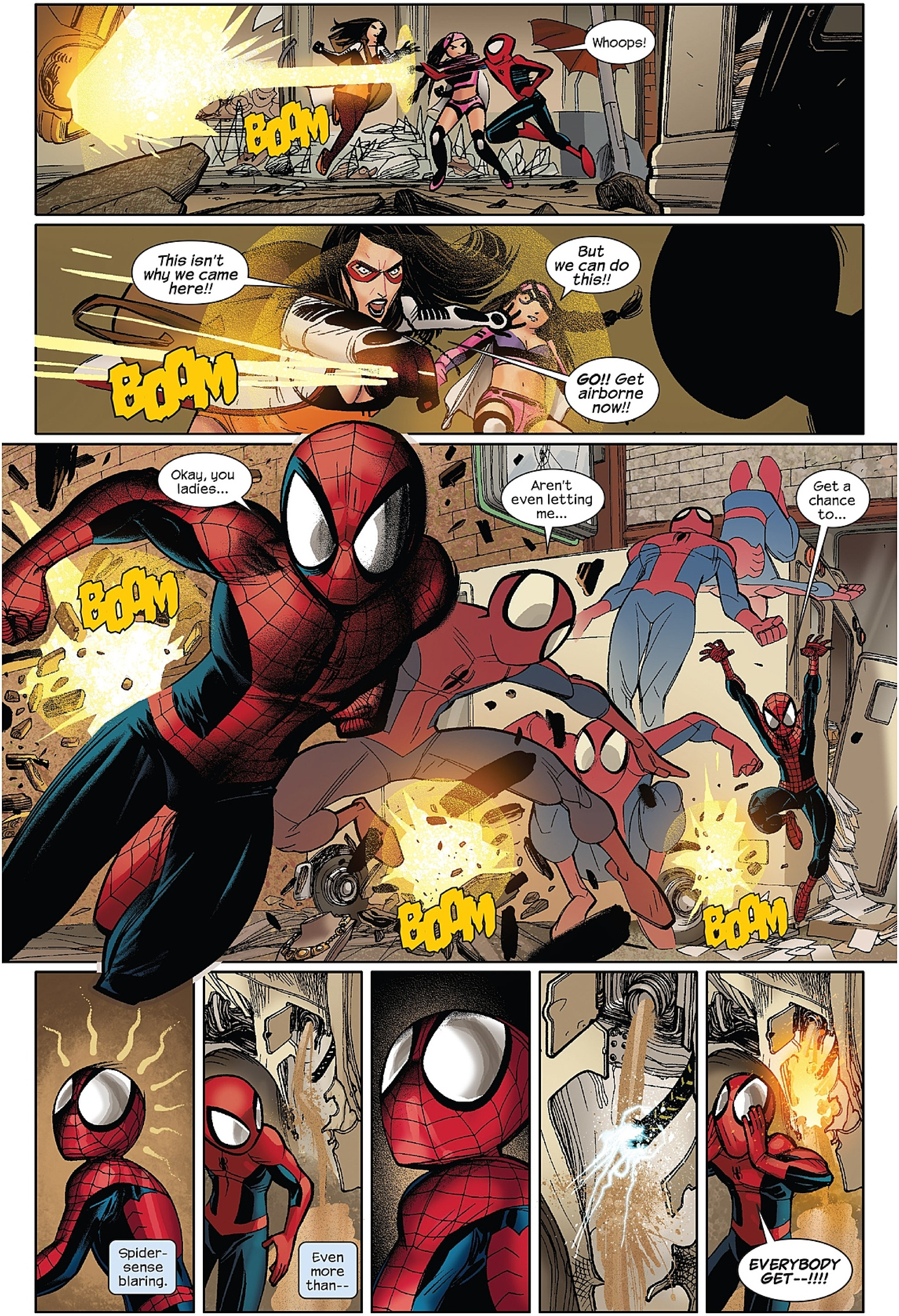
I hate it there!
It's a job.
I used to have the best job ever.
The one at the great metropolitan newspaper where you got to come and go as you please and no one noticed you.
Yeah.
You know how I know about it?
Because I mentioned it a million times since it went out of business.
Hey, again with the big brain.
Did you hear that?
Shh! Hold on.
Hear what?
What?
Shh!!
Right there!
What?
BOOM
BOOM
Right there!!
Okay, that I heard.
I should check it out.
Go get 'em!
I'll cover you in lab.
Ugh! I hate to miss lab.
Nerd!
Cutie!

Okay!!
Let's try not to do anything too stupid.
Again.
You know, other than the costume.
Hysterical people running hysterically.
Me swinging towards it.
Always a promising start to a bad day.
Uh, hi there...citizens of New York!! How may I be of--
BOOM
Whoa!
And yikes.
Hey, who said it's impossible to catch a cab in New York City.
THWIP
THWIP
No?
Nothing?

And what have we here?
Stay close, Lori.
I know, mo-ther!
"Mother"?? Matching cute little outfits??
You two are adorable!!
YEAH!!
We're the Bombshells and we're about to @#$@# your !$@$ up so bad you won't be able to @% unless you have a tube and a @#$!
Oh, and you swear like a marine. You're just the cutest pair of--
Shush!

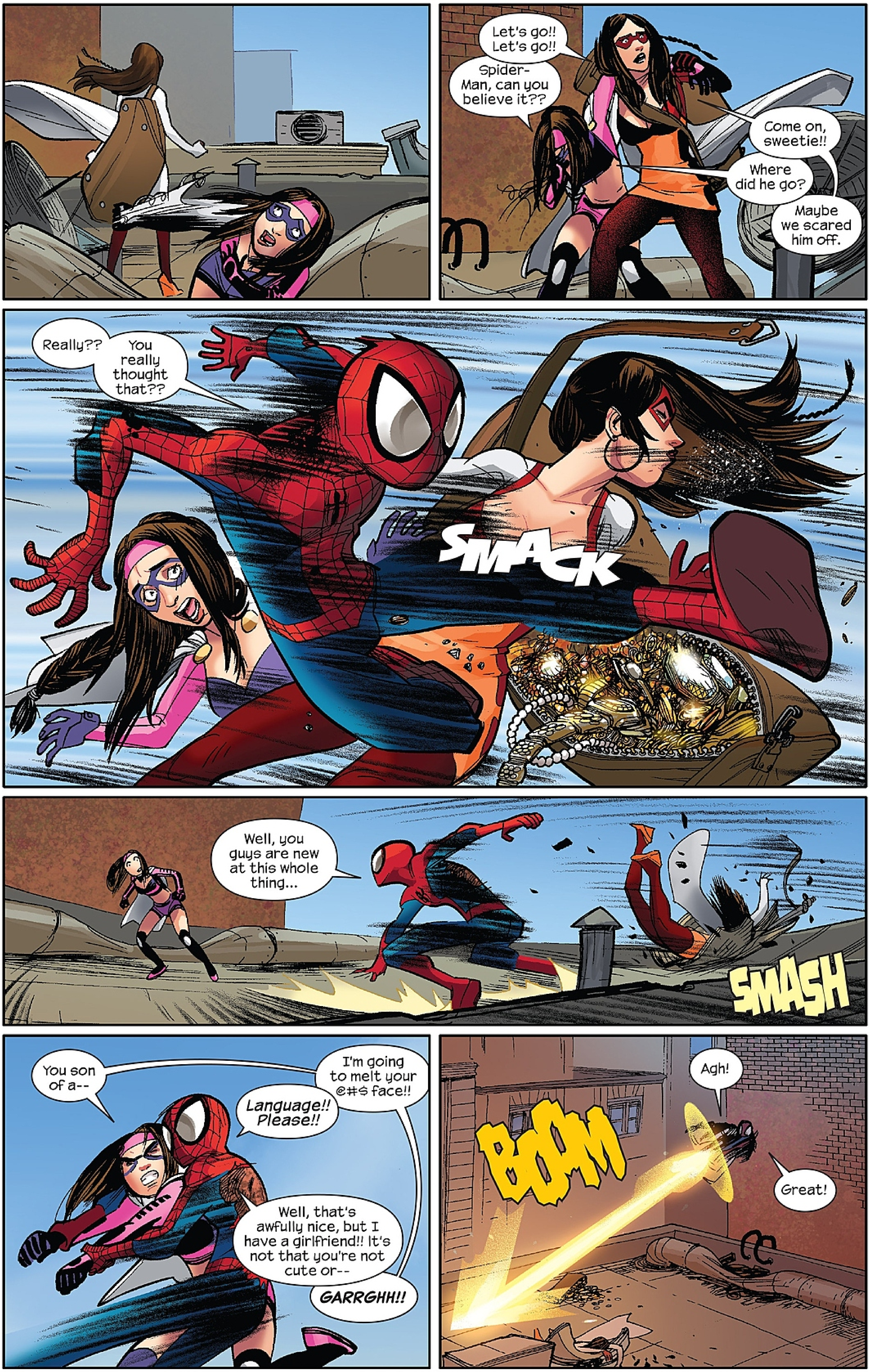
BOOM
SMACK
AGH!
Ow!
CRASH
What the hell was--?
Here's another one, you @#$!!
BOOM
BOOM

Okay, bombshells, I get it.
Point made.
SHABOOM
Let's go, Lori!!
Let's go, now!
We can take this @#$%!!
BOOMBOOM
BOOMBOOMBOOM
Usually, I would say: you really should listen to your mother!!
Except she seems to be the one that got you into this life of ill-gotten booty in the first place--
--which doesn't exactly make her mother of the--
Stupid #$@3!
BOOM


BOOM
Whoops!
This isn't why we came here!!
But we can do this!!
BOOM
GO!! Get airborne now!!
Okay, you ladies...
Aren't even letting me...
Get a chance to...
BOOM
BOOM
BOOM
Spider-sense blaring.
Even more than--
EVERYBODY GET--!!!!

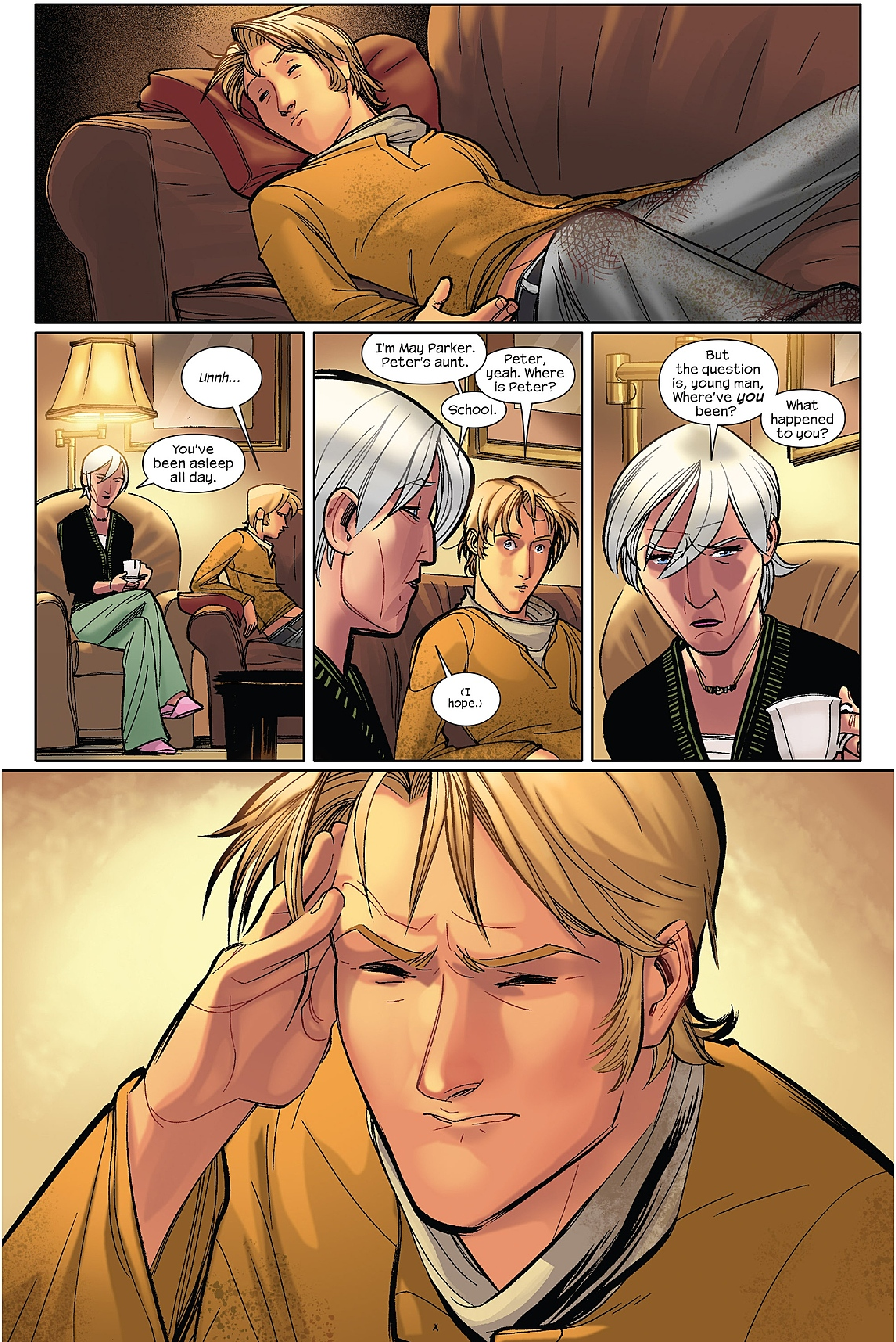
This is not what we came here to do.
HA HA!!
Look at that!! Look at it!!
Let's go!!
Okaaayy!!
(jeez)
Ow!
Really!!
THWIP
Yeah, let's not get up close and personal this time.
And...
THWIP

Agh!
LORI!!
Mmm!!
Mmmm!!
Agh!
Oopsy!!
FUMP
Oh my God!! Are you okay?
Get it off!! GET IT OFF!!
What the hell is wrong with you?
Guilt-riddled persecution problems!!??
THWIP
THWIP
THWIP
BOOM
BOOM


Let's go!! Let's go!!
Spider-Man, can you believe it??
Come on, sweetie!!
Where did he go?
Maybe we scared him off.
Really??
You really thought that??
SMACK
Well, you guys are new at this whole thing...
SMASH
You son of a--
I'm going to melt your @#$ face!!
Language!! Please!!
Well, that's awfully nice, but I have a girlfriend!! It's not that you're not cute or--
GARRGHH!!
Agh!
BOOM
Great!

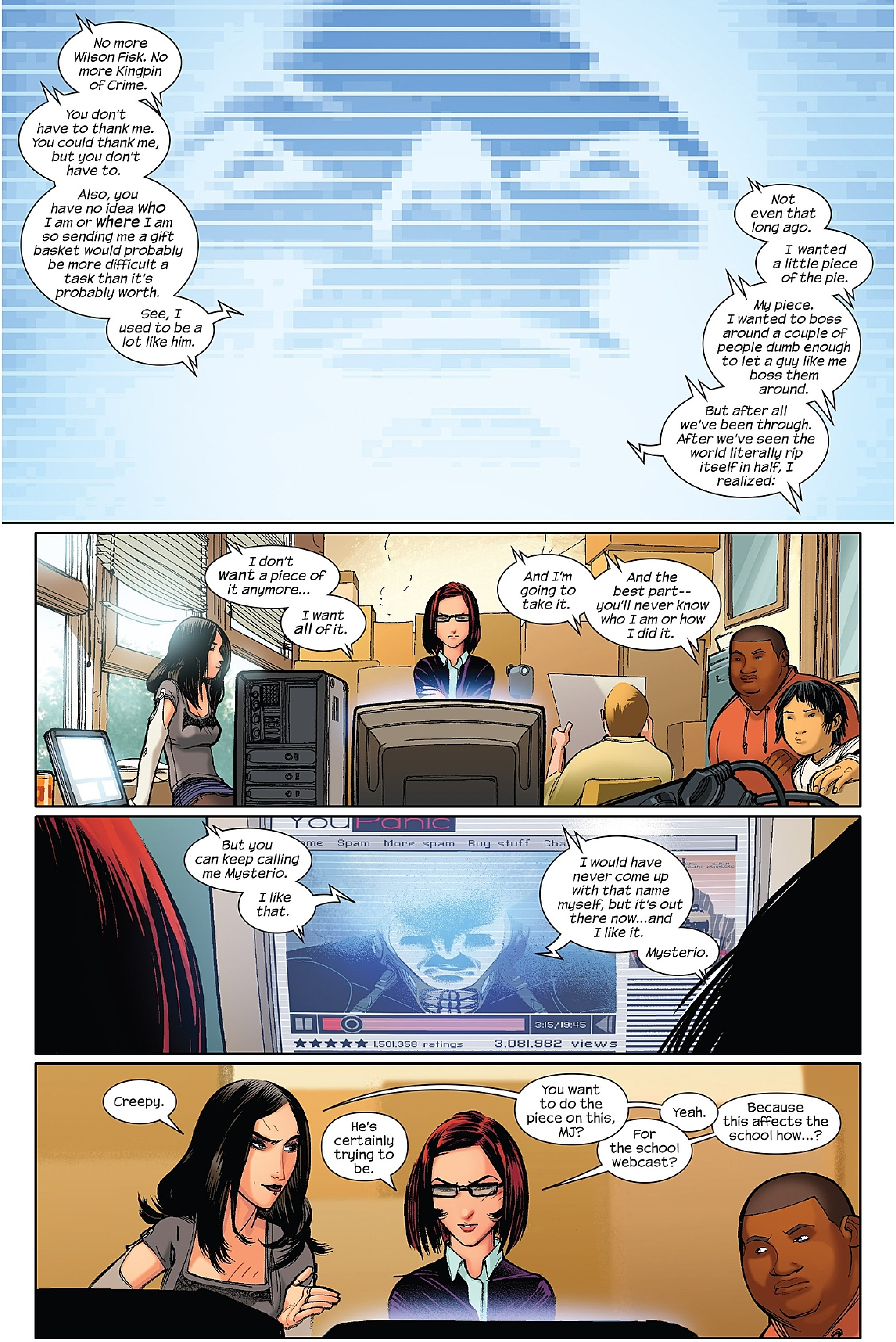
Shut up, you stupid-- AGH!
BUMP
OW!
Don't!
SCRAPE
PLOP
Captain!!
Ow.
Shut up.
HANDS OVER YOUR HEADS!!
Guys, get out of here!! She has kablooie powers!!

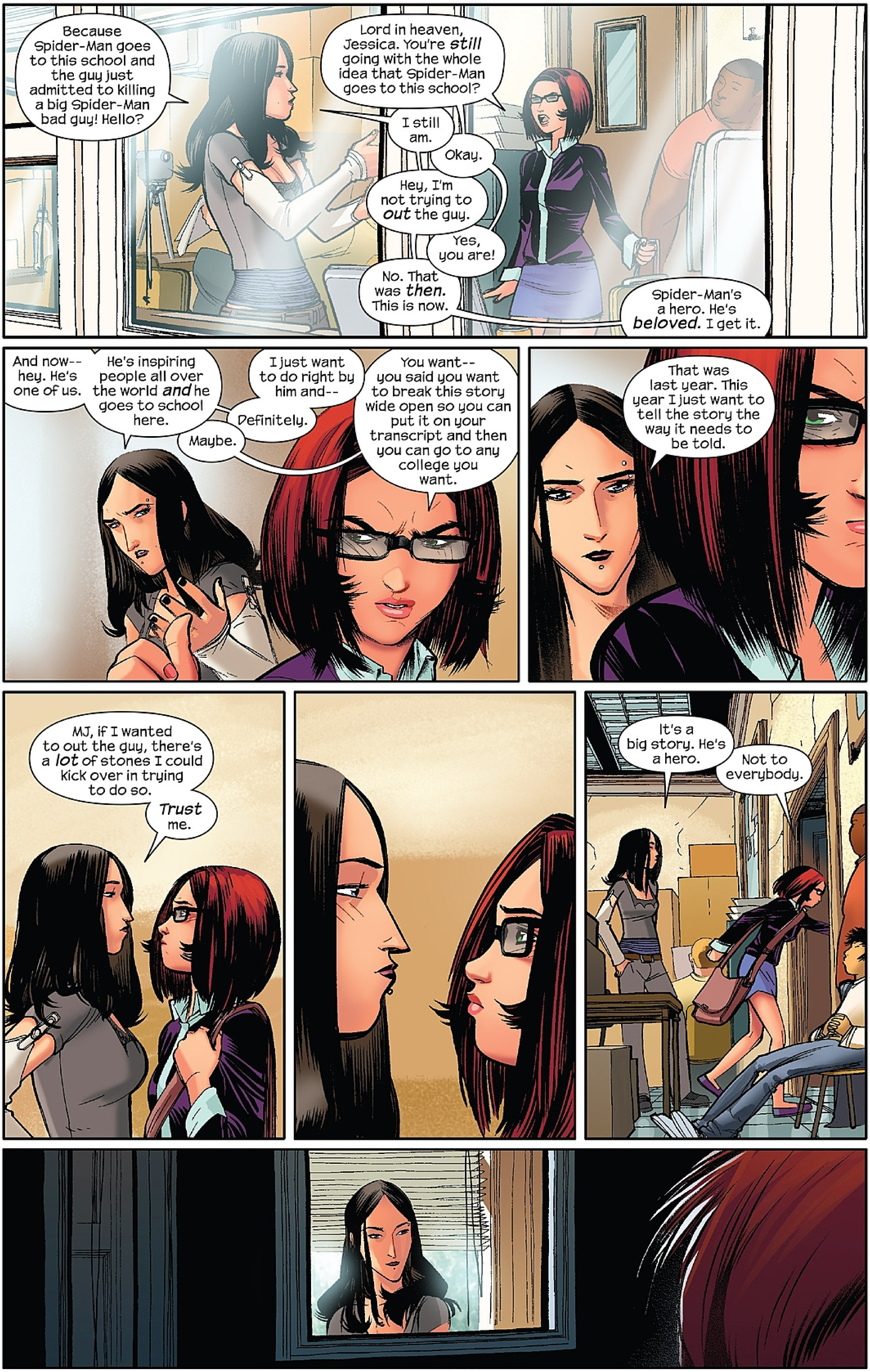
Well, *now* I don't! Thank you.
Now you don't?
No spider sense tingling anywhere...
Only if my mom and me are right next to each other!!
Really?
Get off me!!
You started it.
Don't hit me again!!
I didn't hit you.
Ugh! I think my nose is bleeding. I'm gonna sue you.
@#@# you.
Yeah?? Good luck with that.
You and your mom's powers only work next to each other. That is fascinating.
Yeah? You're so fascinated, *you* go live with her.
How'd you get your powers?
Why? You writing a book?
I just don't get it. You and your mom got that kind of power and your robbing jewelry stores?? *That's* the best you can do??
You were in the same dumpster I was, @%$hat.
Great job, kid!! What a pleasure to meet you.
Oh, uh, thanks. The bag of jewels is up on the roof with the mom.
SWAT's already up there.
Okay, cool.
Seriously though, great job. Really great to meet you too.
Thanks. Well, uh, I gotta go.
You sure?? The other guys would love to meet you!!
No problem.
Some other time.
This everyone being nice to me thing is...ugh!!
I actually liked it more when people didn't like me.
That's just sad.
Ugh!! And I have to get back to class now. I stink!!



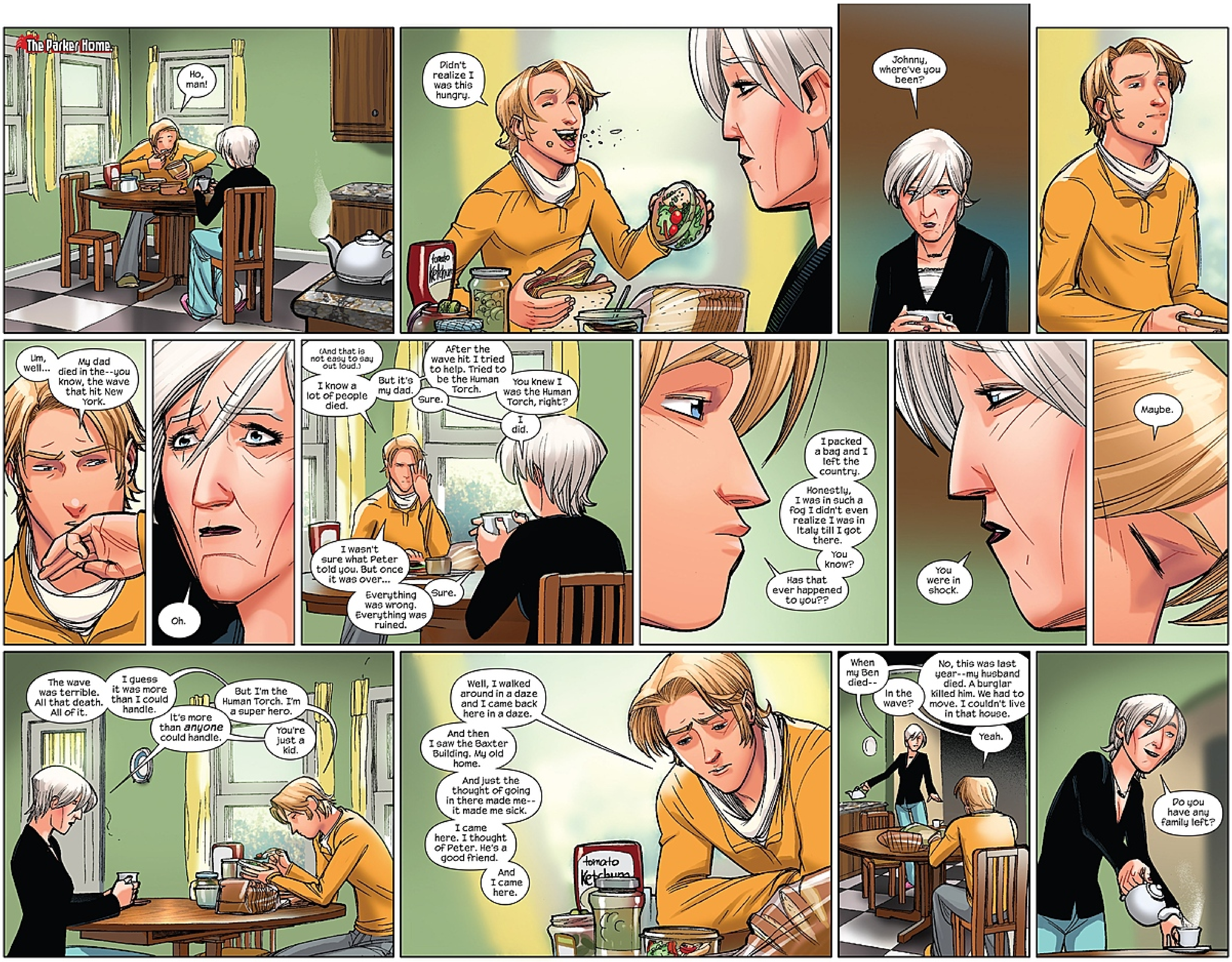
Unnh...
You've been asleep all day.
I'm May Parker. Peter's aunt.
Peter, yeah. Where is Peter?
School.
(I hope.)
But the question is, young man, Where've *you* been?
What happened to you?

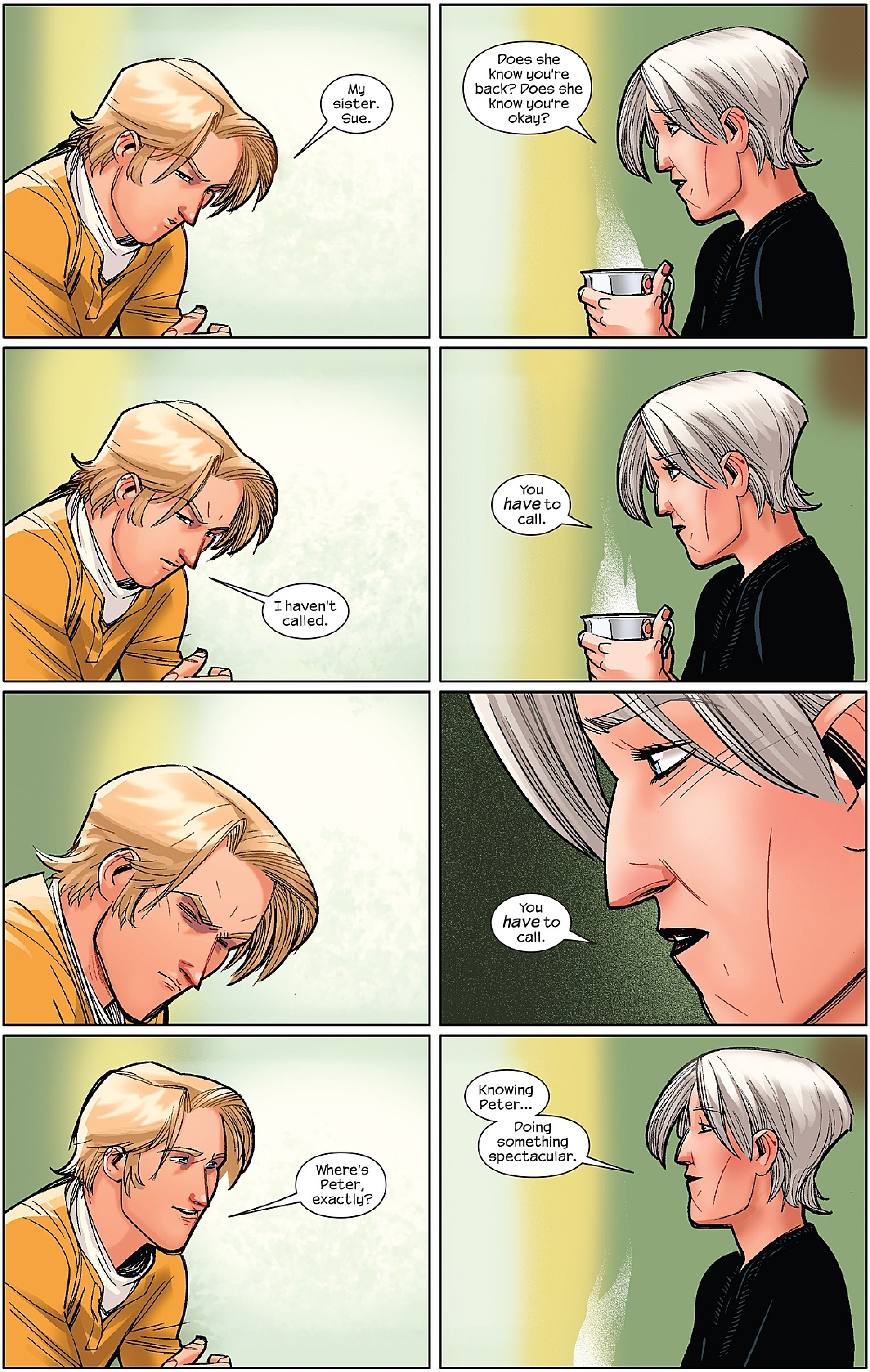
3


No more Wilson Fisk. No more Kingpin of Crime.
You don't have to thank me. You could thank me, but you don't have to.
Also, you have no idea **who** I am or **where** I am so sending me a gift basket would probably be more difficult a task than it's probably worth.
See, I used to be a lot like him.
Not even that long ago.
I wanted a little piece of the pie.
My piece. I wanted to boss around a couple of people dumb enough to let a guy like me boss them around.
But after all we've been through. After we've seen the world literally rip itself in half, I realized:
I don't **want** a piece of it anymore...
I want **all** of it.
And I'm going to take it.
And the best part--you'll never know who I am or how I did it.
YouPanic
Spam More spam Buy stuff
But you can keep calling me Mysterio.
I like that.
I would have never come up with that name myself, but it's out there now...and I like it.
Mysterio.
3:15/19:45
1,501,358 ratings
3,081,982 views
Creepy.
He's certainly trying to be.
You want to do the piece on this, MJ?
Yeah.
For the school webcast?
Because this affects the school how...?

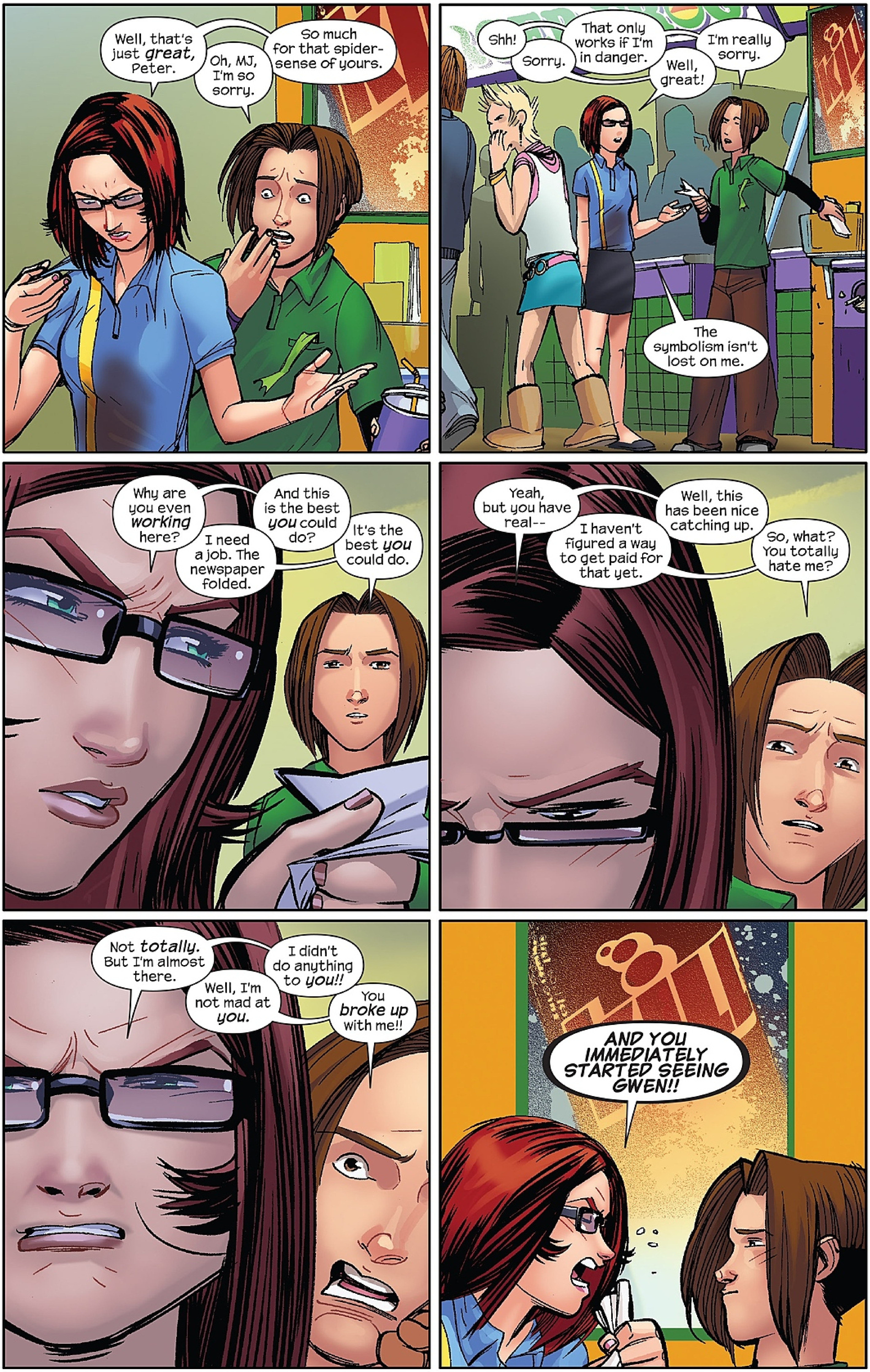


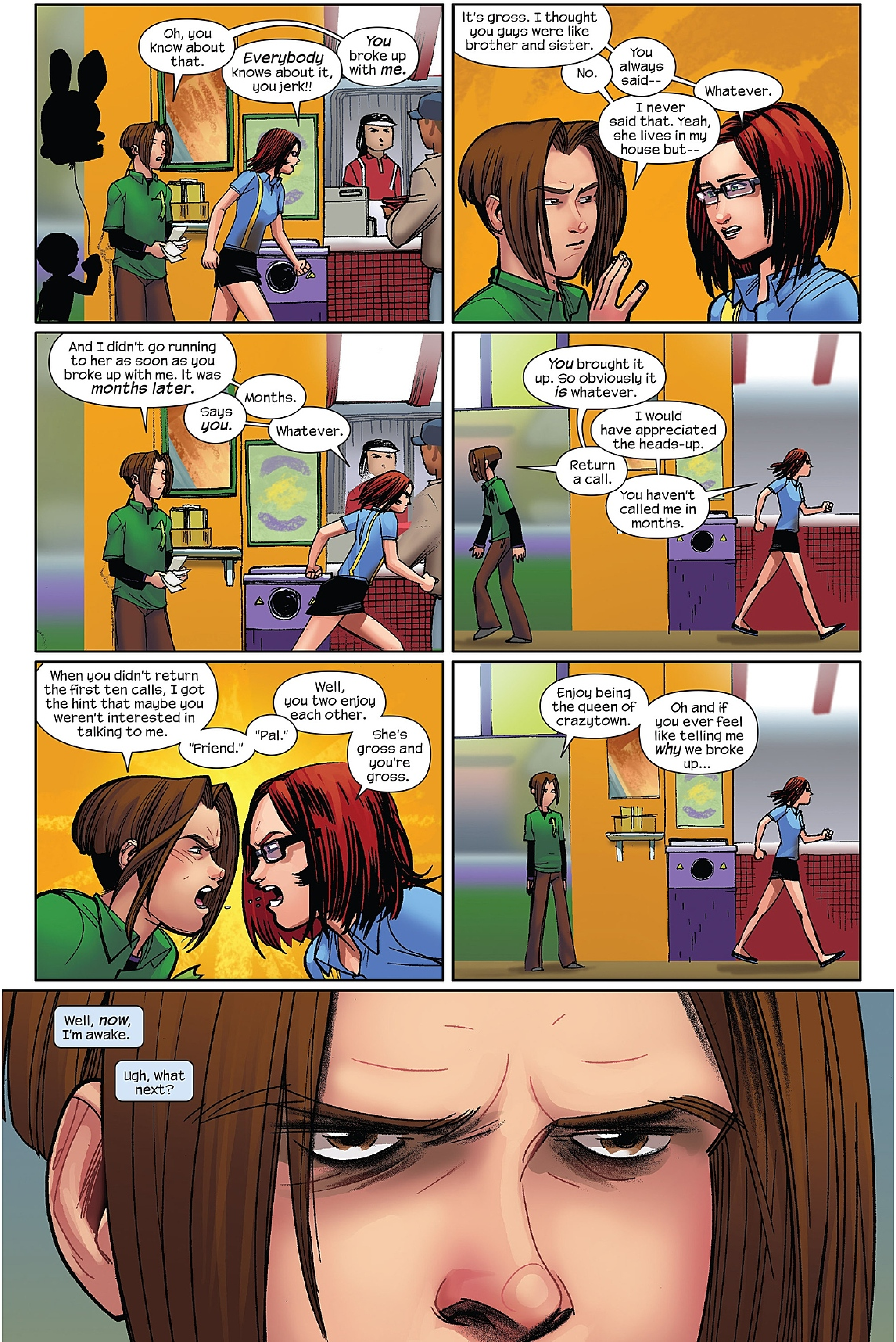
Because Spider-Man goes to this school and the guy just admitted to killing a big Spider-Man bad guy! Hello?
Lord in heaven, Jessica. You're *still* going with the whole idea that Spider-Man goes to this school?
I still am.
Okay.
Hey, I'm not trying to *out* the guy.
Yes, you are!
No. That was *then.* This is now.
Spider-Man's a hero. He's *beloved.* I get it.
And now-- hey. He's one of us.
He's inspiring people all over the world *and* he goes to school here.
Maybe.
I just want to do right by him and--
Definitely.
You want-- you said you want to break this story wide open so you can put it on your transcript and then you can go to any college you want.
That was last year. This year I just want to tell the story the way it needs to be told.
MJ, if I wanted to out the guy, there's a *lot* of stones I could kick over in trying to do so.
Trust me.
It's a big story. He's a hero.
Not to everybody.


The Parker Home.
Ho, man!
Didn't realize I was this hungry.
tomato Ketchup
Johnny, where've you been?
Um, well...
My dad died in the--you know, the wave that hit New York.
Oh.
(And that is not easy to say out loud.)
I know a lot of people died.
But it's my dad.
Sure.
After the wave hit I tried to help. Tried to be the Human Torch.
You knew I was the Human Torch, right?
I did.
I wasn't sure what Peter told you. But once it was over...
Sure.
Everything was wrong. Everything was ruined.
I packed a bag and I left the country.
Honestly, I was in such a fog I didn't even realize I was in Italy till I got there.
You know?
Has that ever happened to you??
You were in shock.
Maybe.
The wave was terrible. All that death. All of it.
I guess it was more than I could handle.
It's more than *anyone* could handle.
But I'm the Human Torch. I'm a super hero.
You're just a kid.
Well, I walked around in a daze and I came back here in a daze.
And then I saw the Baxter Building. My old home.
And just the thought of going in there made me--it made me sick.
I came here. I thought of Peter. He's a good friend.
And I came here.
tomato Ketchup
When my Ben died--
In the wave?
No, this was last year--my husband died. A burglar killed him. We had to move. I couldn't live in that house.
Yeah.
Do you have any family left?


My sister. Sue.
Does she know you're back? Does she know you're okay?
I haven't called.
You *have* to call.
You *have* to call.
Where's Peter, exactly?
Knowing Peter...
Doing something spectacular.

FROG
Uh, hello?
Is he asleep?
Hello?!!
PETER!!
Do you want fries with that??!!
You cannot sleep at work.
I know you asked for the day off, Peter, but I need you here. Go take your break.
Oh man. Am--am I at work?
What, uh, what time is it?
Go wash your face and get it together.
Sorry. I'm sorry.
Just go get-your-self-to-gether.
The only thing worse than having this terrible job is being so bad at it.
And I didn't just ask for the day off because I'm lazy.
The Human Torch is in my house and I have no idea why and I spent my lunch break fighting a mother-daughter exploding villain duo and I'm zonked out of my mind and my ears have been ringing off the--!!
Agh!
OH!!


Well, that's just *great,* Peter.
Oh, MJ, I'm so sorry.
So much for that spider-sense of yours.
Shh!
Sorry.
That only works if I'm in danger.
Well, great!
I'm really sorry.
The symbolism isn't lost on me.
Why are you even *working* here?
I need a job. The newspaper folded.
And this is the best *you* could do?
It's the best *you* could do.
Yeah, but you have real--
I haven't figured a way to get paid for that yet.
Well, this has been nice catching up.
So, what? You totally hate me?
Not *totally.* But I'm almost there.
Well, I'm not mad at *you.*
I didn't do anything to *you!!*
You *broke up* with me!!
AND YOU IMMEDIATELY STARTED SEEING GWEN!!


Oh, you know about that.
Everybody knows about it, you jerk!!
You broke up with *me.*
It's gross. I thought you guys were like brother and sister.
No.
You always said--
I never said that. Yeah, she lives in my house but--
Whatever.
And I didn't go running to her as soon as you broke up with me. It was *months later.*
Months.
Says *you.*
Whatever.
You brought it up. So obviously it *is* whatever.
I would have appreciated the heads-up.
Return a call.
You haven't called me in months.
When you didn't return the first ten calls, I got the hint that maybe you weren't interested in talking to me.
"Friend."
"Pal."
Well, you two enjoy each other.
She's gross and you're gross.
Enjoy being the queen of crazytown.
Oh and if you ever feel like telling me *why* we broke up...
Well, *now,* I'm awake.
Ugh, what next?

New York, Right Now.
Oh my God!! Oh my God!! I hate this city!!
Oh please, Lord!!
I'm telling you!! Giant! Like Godzilla giant!!
Why?? Why is it always New York??!!
AAAAIIEEEEE!!!!

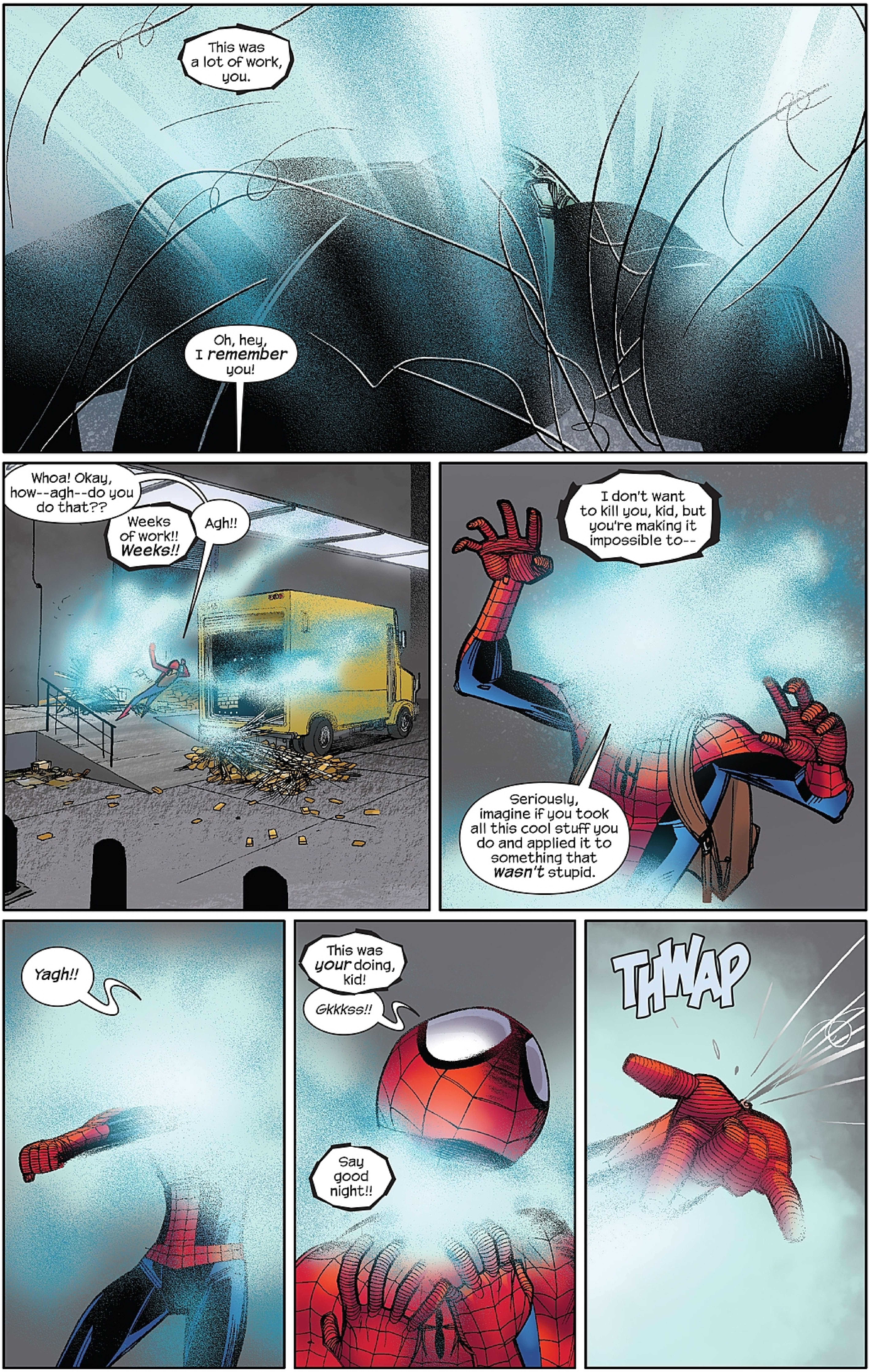
Whoa! And whoa!!
What the hell is *going on around here!!??*
Seriously!! What is *going on??*
What is everybody *running* from??
AAAIIIEE!!
Shoot them!!
Shoot them in the head!!
Everybody go!!
GO!!
BAM
BAM
BAM
Ho!!
Hey!! What is everyone going crazy about??
Oh my God!!
HOLY--!
BAM
BAM
BAM

Hey!!
OH GOD!!
BAM BAM BAM BAM BAM BAM BAM BAM BAM BAM BAM BAM
What the hell?? Seriously!!
Oh!!
GAH!!
THWAAPP
THWAAPP

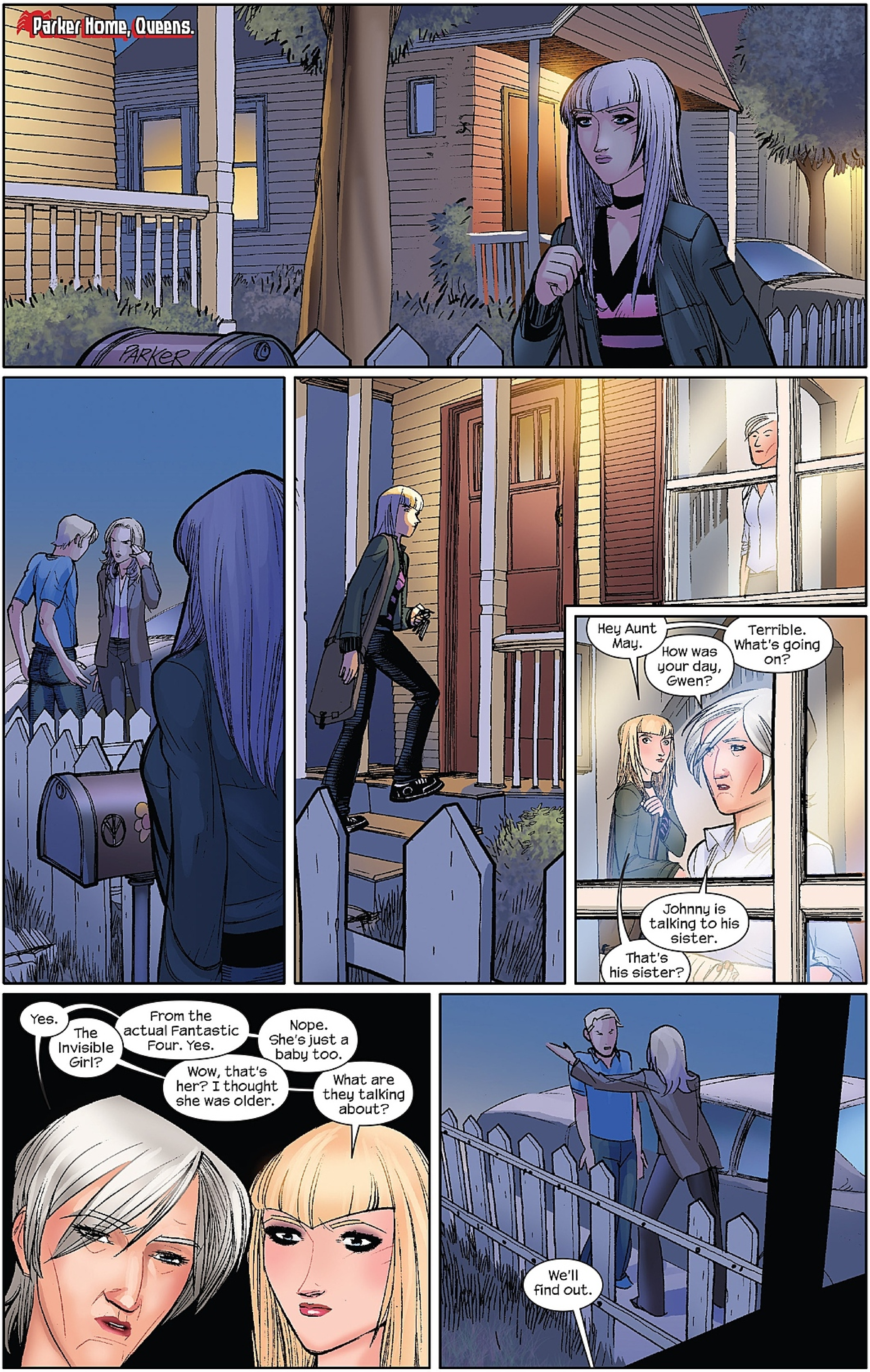
THWAAPP
THWAAPP
Webs went through them...
Maybe I need to get a little touchy-feely is what the--
CRACK
OW!
I'll give a web-shooter to the first person who tells me what the hell is going on...

Federal Reserve Bank of New York.
Oh God!!
Make it stop!!
PLEASE!!
Very nice.
I know it feels bad now, but it will wear off in about an hour.
Thank you for your time.
I can't-- don't--
AAGGHH!!
At least you'll have a hell of a story to tell your children.
Oh my...
This is so yummy.

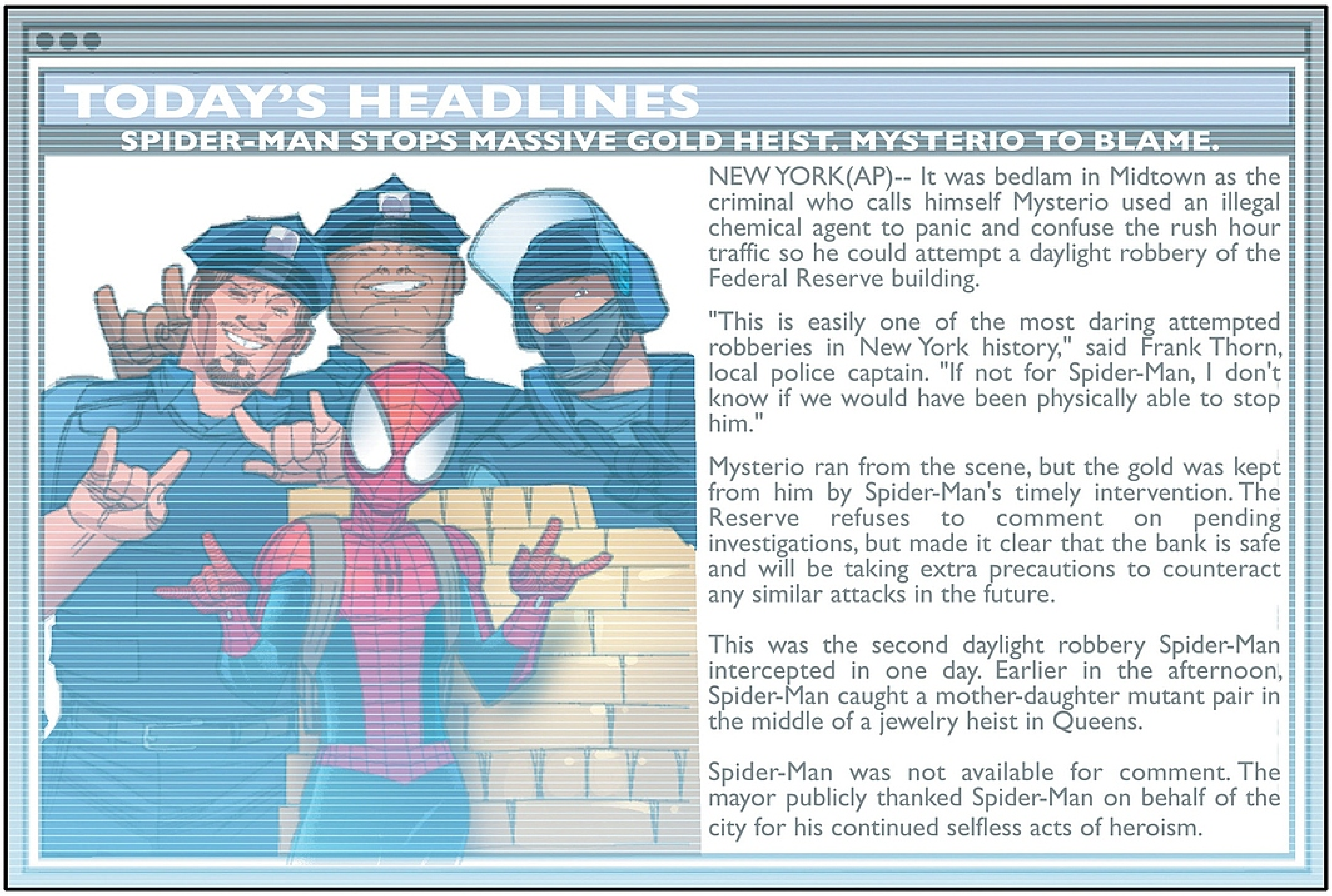
Yeah??
Well here's dessert!
SMACK
CLINK
CLINK
CLINK
Yeah, I figured it out.
You sprayed the neighborhood with some kind of fear agent.
CRASH
Some kind of chemical doodaddy.
Makes everybody see things like Jim Morrison did.
But I'm sitting there wondering: who would *do* that and why?
And then I looked around and I said: the New York Federal Reserve. I saw *Die Hard 3*.
I bet some schnook is trying to rob the place.
And looky what we got here... some schnook trying to rob the place!!
THWAP
THWAP


This was a lot of work, you.
Oh, hey, I *remember* you!
Whoa! Okay, how--agh--do you do that??
Weeks of work!! *Weeks!!*
Agh!!
I don't want to kill you, kid, but you're making it impossible to--
Seriously, imagine if you took all this cool stuff you do and applied it to something that *wasn't* stupid.
Yagh!!
This was *your* doing, kid!
Gkkkss!!
Say good night!!
THWAP

Coff!!
Man!!
WEEEOOOOWWEEEEEOOOOO
Weeks of my life!!
Coff!!
Coff!!
You and me, kid!!
Now it's on.
AGH!!
Oh no you don't!!
No you don't!!
Oh...
Yes you did.
Damn!
Holy...
Uh...
Heh...
This is not what it looks like.



Parker Home, Queens.
PARKER
Hey Aunt May.
How was your day, Gwen?
Terrible. What's going on?
Johnny is talking to his sister.
That's his sister?
Yes.
The Invisible Girl?
From the actual Fantastic Four. Yes.
Wow, that's her? I thought she was older.
Nope. She's just a baby too.
What are they talking about?
We'll find out.



TODAY'S HEADLINES

SPIDER-MAN STOPS MASSIVE GOLD HEIST. MYSTERIO TO BLAME.

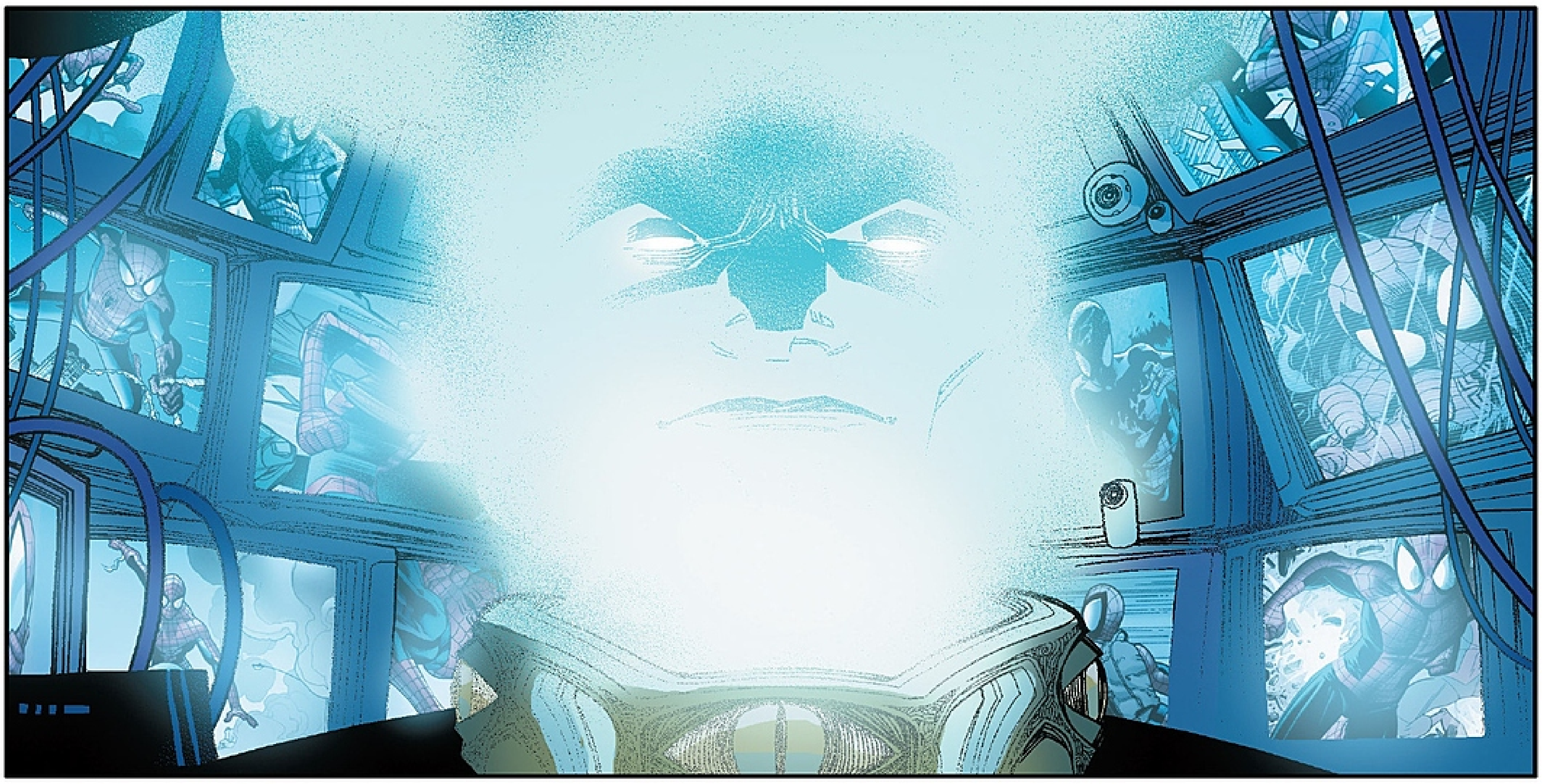
NEW YORK(AP)-- It was bedlam in Midtown as the criminal who calls himself Mysterio used an illegal chemical agent to panic and confuse the rush hour traffic so he could attempt a daylight robbery of the Federal Reserve building.

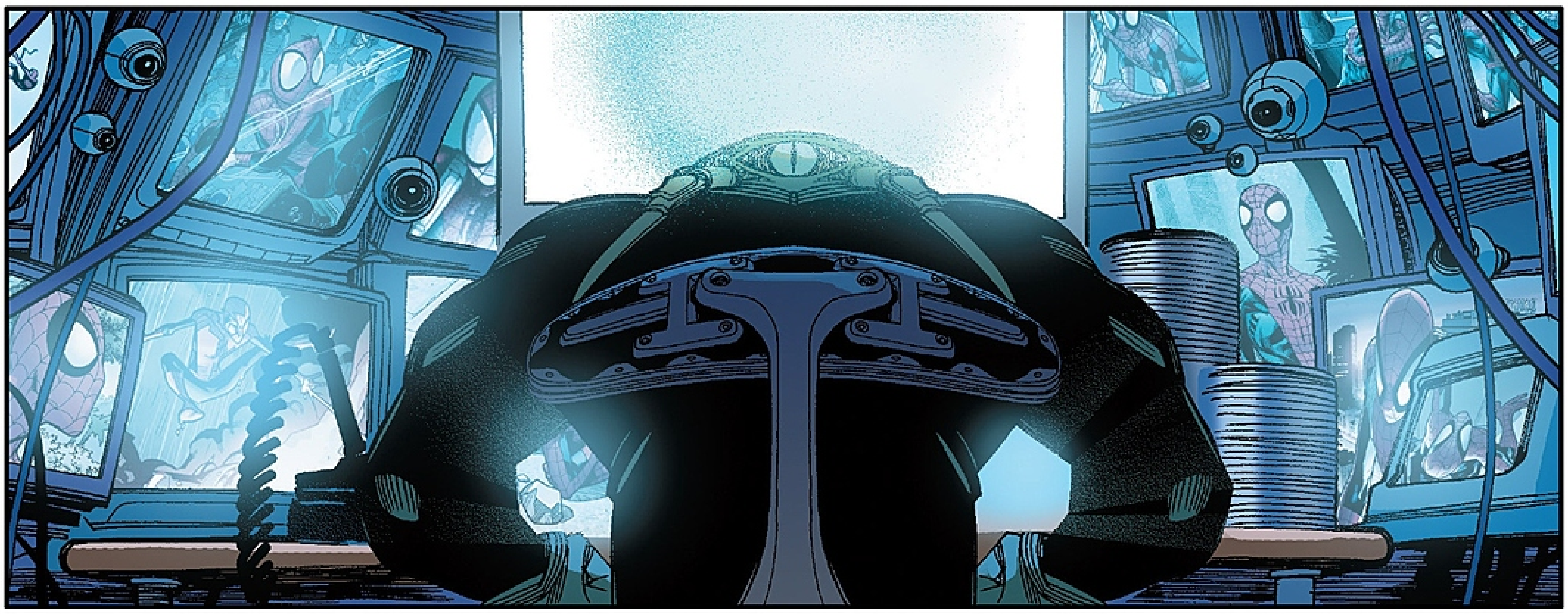
"This is easily one of the most daring attempted robberies in New York history," said Frank Thorn, local police captain. "If not for Spider-Man, I don't know if we would have been physically able to stop him."

Mysterio ran from the scene, but the gold was kept from him by Spider-Man's timely intervention. The Reserve refuses to comment on pending investigations, but made it clear that the bank is safe and will be taking extra precautions to counteract any similar attacks in the future.

This was the second daylight robbery Spider-Man intercepted in one day. Earlier in the afternoon, Spider-Man caught a mother-daughter mutant pair in the middle of a jewelry heist in Queens.

Spider-Man was not available for comment. The mayor publicly thanked Spider-Man on behalf of the city for his continued selfless acts of heroism.





Oh hey...
Sue Storm.
Oh.
Uh, what's going on?
You keep an eye on him. He looks up to you.
Who does?
Johnny?
He looks up to me?
If you need anything...anything at all, you call me. I'm right over the bridge.
Uh, what?
I'm so glad you're okay. You're such a great guy.
Uh, what's going on?
Hey new baby brother...

Guess who lives here now!?
Come on, guess...
One hint: He's awesome and he lights on fire.
Okay, that was two...
Fine, I'll tell you... it's me!

4

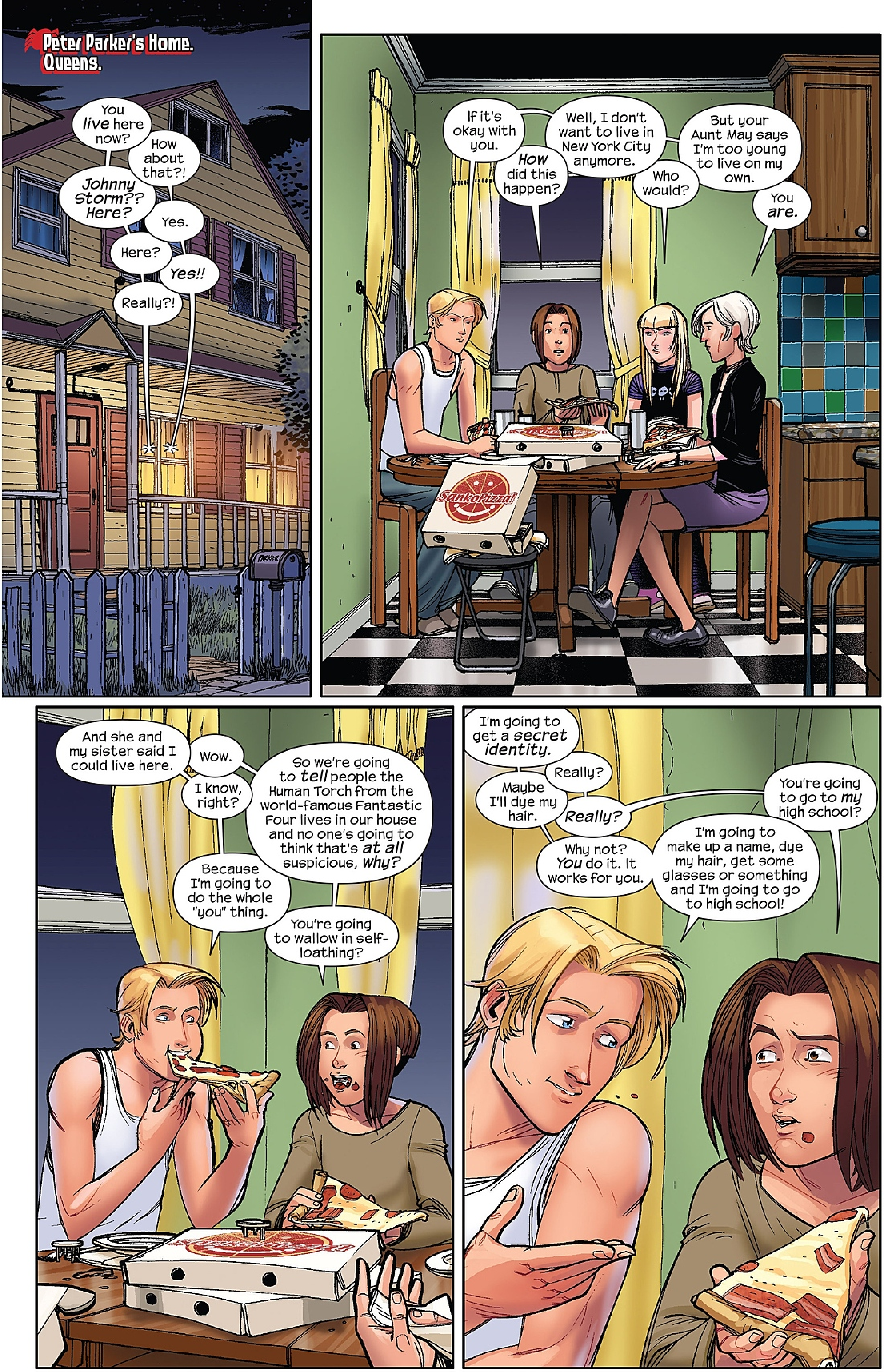
The Mall. Closing Time.
I don't understand why we can't have the food they don't sell at the end of the shift. They just throw it out.
Do you even *want* it? It's *gross.*
I know, I just hate that they--
HEY MJ, MJ!!
What does *he* want?
He's probably going to fire me.
You want me to wait?
No, no. Go home. It's late.
Hey, hey sorry. Woo.
What's going on, Brad?
I wanted to talk to you.
It can't wait till tomorrow?
No--woo--no. See, I wanted to talk to you outside of work.
Uh, okay.
See, we've been working together these few months... and I think-- I think you're great.
Oh. I'm not fired?
No, no, why would you be *fired?*
Oh.
No. No. Not fired at all.
Can I have a raise?
Uh, no. I can't-- what? No.
I was joking.
Oh, ha, okay.
What's up?
Well, I overheard... I heard you telling Lucy you broke up with your boyfriend...
Yeah?
See, I thought you *had* a boyfriend.
So I didn't-- I didn't think telling you how great I thought you were would--
Oh, um...
I do.
MJ, I think you're great. You're smart and pretty.
Brad... you're in college.
I know, but--
I'm in high school.
I know but I'm only a freshman and I'm--
We work together.
So... you're saying... no?
It's just--
I--
I do have a boyfriend.
You do?
We--we got back together.
What's his name?
Hey, you need a ride home, strawberry?
Is that your boyfriend?
What? No.
Uh, we're kind of talking here.
Come on, it's scary out there. You need protection, baby.

all Flowers
Well, this is just... great!
Oh my God!
Get outta here, tubs. You're ruining the mood.
all Flowers
Come on, strawberry, we'll take you home.
No.
Oh!!
She finds you highly disgusting.
You think you can do better than this?? You stuck-up--

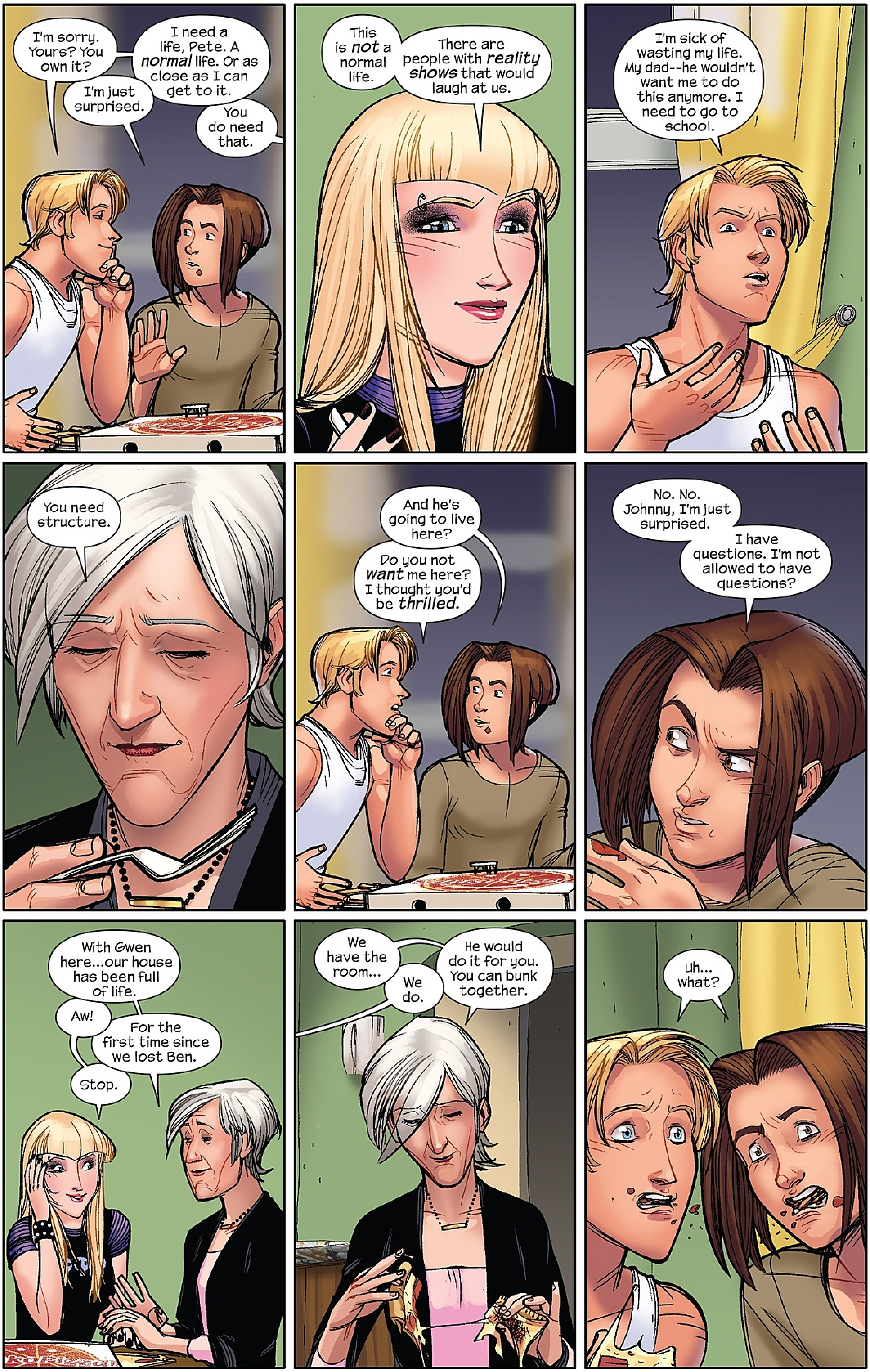
BOOM
Aagh!!
Holy!
Man!!
BAM BAM BAM
Get us outta here!! GO!!
Idiots!
SMASH
SCREEEEEEEEE
AAAIIEE!!

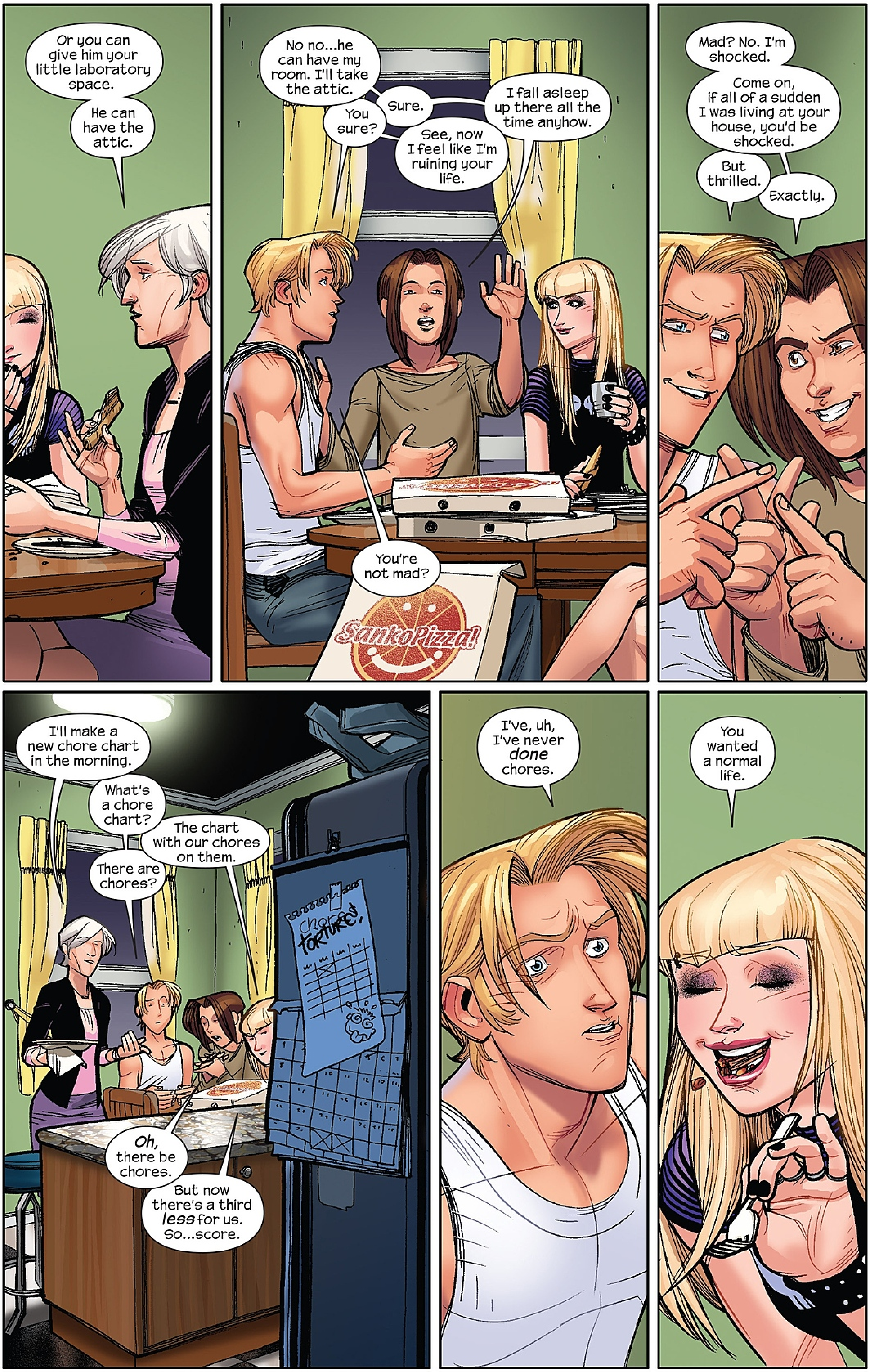
Go!!
Oh God!!
SCREEEEEE
Aagghh!!
YIPES!
SCRRUMP
LOOK OUT!!
CRASH
STOP!!
Agh! God.
BAM BAM BAM
Nnn!!

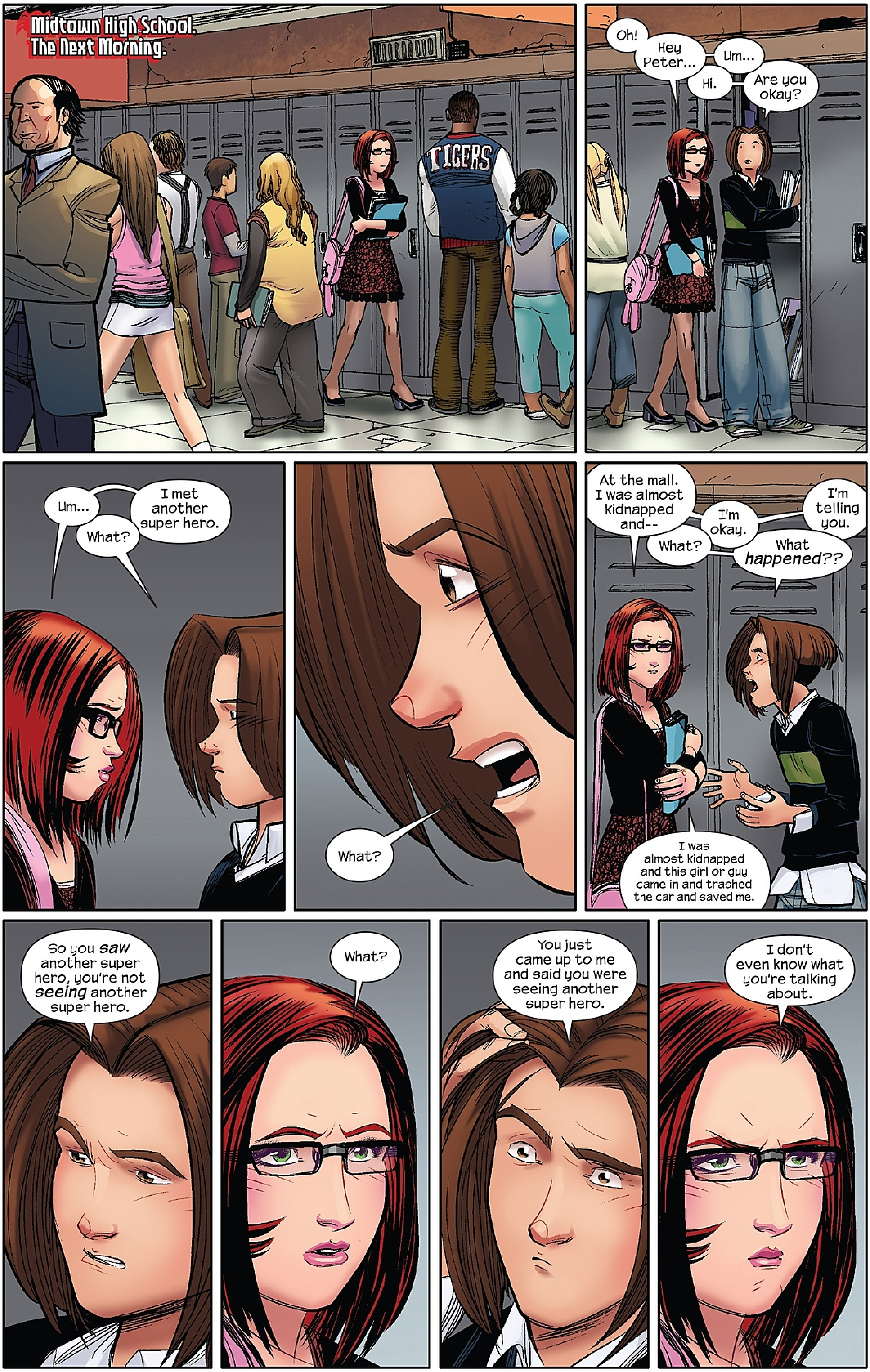
And... scene.
SMACK
Pieces of crap!!
All the things you could do with your lives and this is it!!
Uh... hi.
Who are you?
Are you okay?
Are you okay?
I'm fine.
Wow. Who are you?
Go home. You shouldn't be out here.
Do you go to my school?
What?
You sound like you're my age.
You're welcome.
I said thank you.
You didn't actually.
Oh. I'm... yeah, thank you.
Cops are coming.
Mall cops.
But still. You should go home.
What do you want to be called when I--??
...tell people...
...



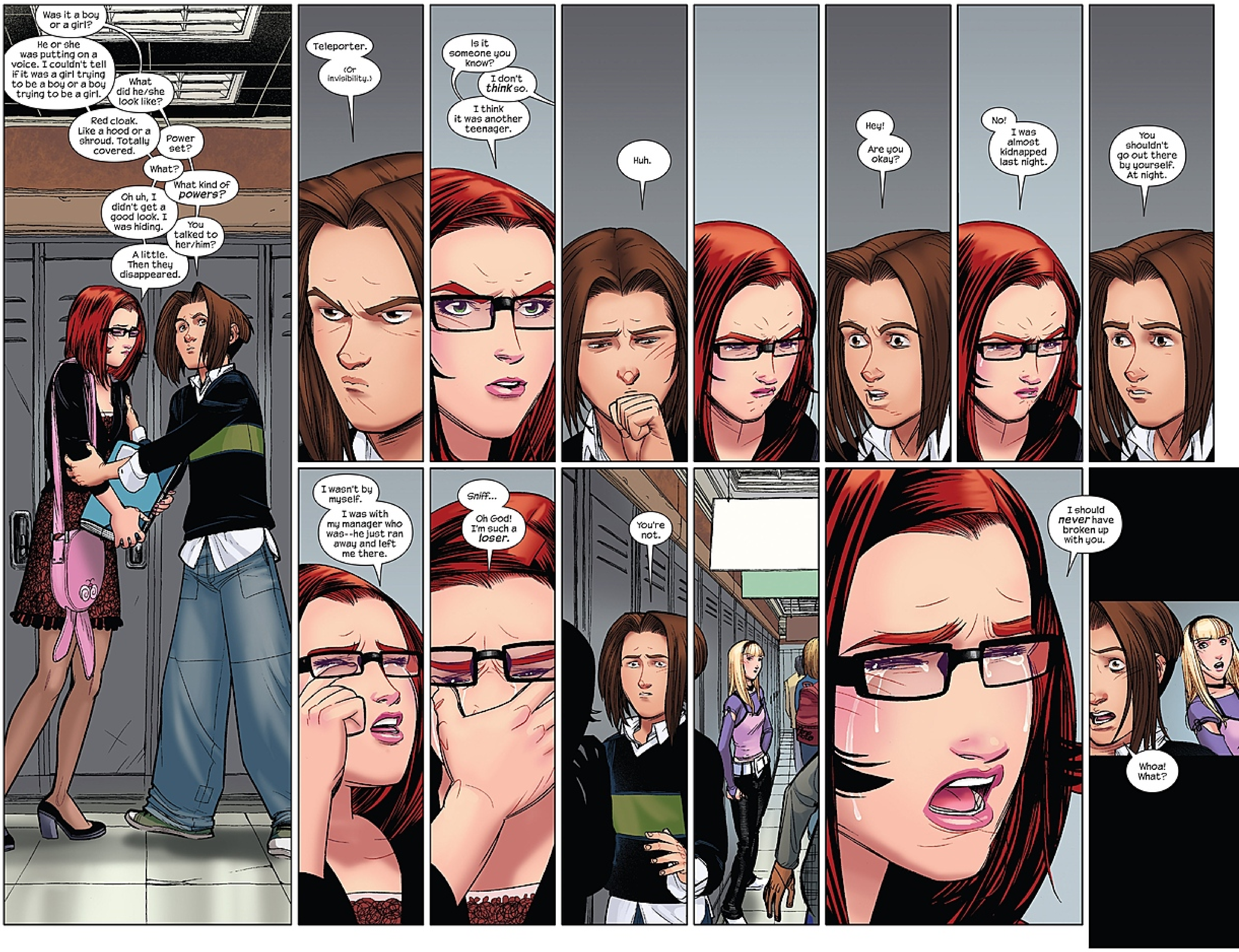
Peter Parker's Home. Queens.
You live here now?
How about that?!
Johnny Storm?? Here?
Yes.
Here?
Yes!!
Really?!
If it's okay with you.
Well, I don't want to live in New York City anymore.
How did this happen?
Who would?
But your Aunt May says I'm too young to live on my own.
You are.
SankoPizza!
And she and my sister said I could live here.
Wow.
I know, right?
So we're going to tell people the Human Torch from the world-famous Fantastic Four lives in our house and no one's going to think that's at all suspicious, why?
Because I'm going to do the whole "you" thing.
You're going to wallow in self-loathing?
I'm going to get a secret identity.
Really?
Maybe I'll dye my hair.
Really?
Why not? You do it. It works for you.
You're going to go to my high school?
I'm going to make up a name, dye my hair, get some glasses or something and I'm going to go to high school!


I'm sorry. Yours? You own it?
I'm just surprised.
I need a life, Pete. A *normal* life. Or as close as I can get to it.
You do need that.
This is *not* a normal life.
There are people with *reality shows* that would laugh at us.
I'm sick of wasting my life. My dad--he wouldn't want me to do this anymore. I need to go to school.
You need structure.
And he's going to live here?
Do you not *want* me here? I thought you'd be *thrilled.*
No. No. Johnny, I'm just surprised.
I have questions. I'm not allowed to have questions?
With Gwen here...our house has been full of life.
Aw!
For the first time since we lost Ben.
Stop.
We have the room...
We do.
He would do it for you. You can bunk together.
Uh... what?

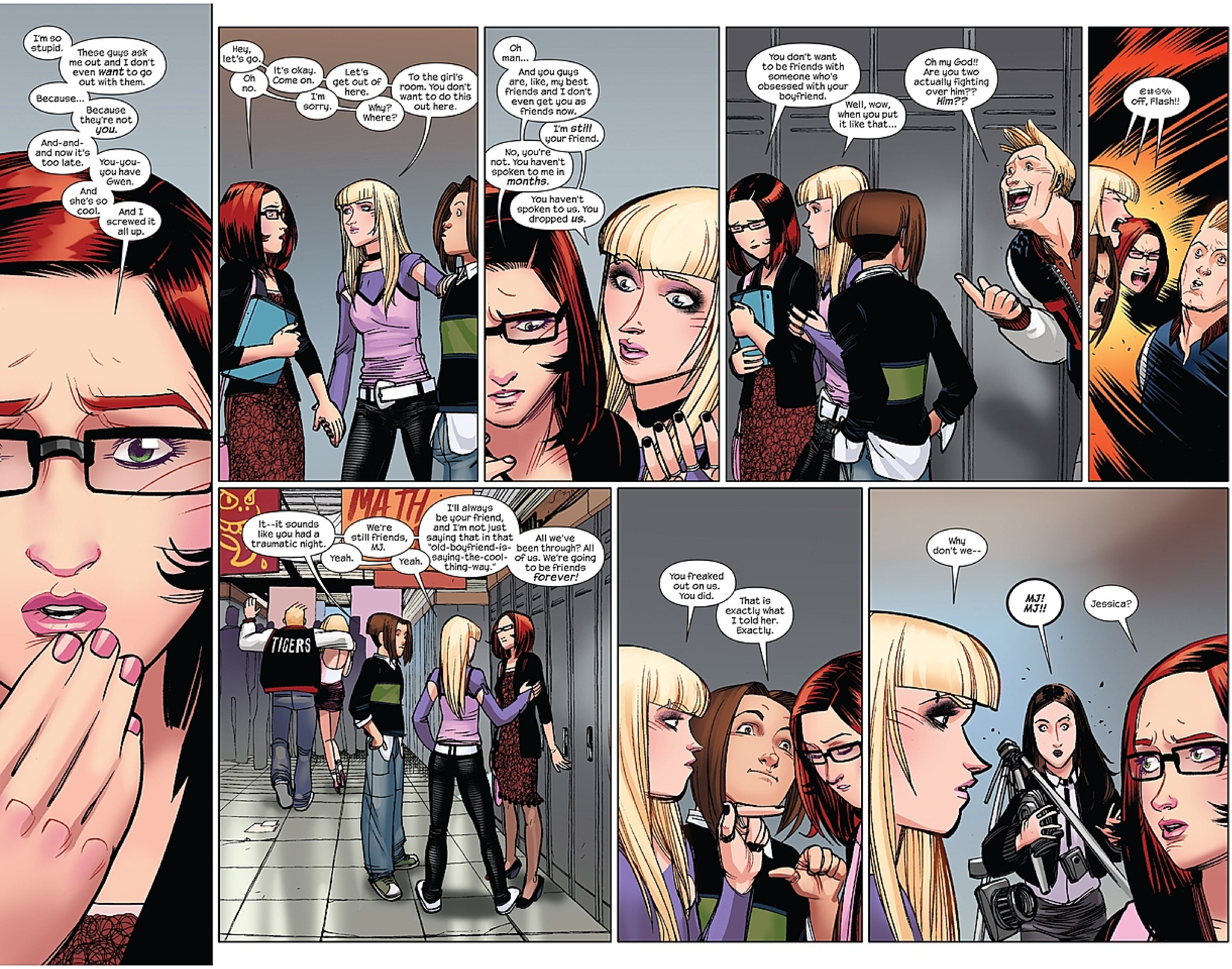

Or you can give him your little laboratory space.
He can have the attic.
No no...he can have my room. I'll take the attic.
You sure?
Sure.
I fall asleep up there all the time anyhow.
See, now I feel like I'm ruining your life.
You're not mad?
SankoPizza!
Mad? No. I'm shocked.
Come on, if all of a sudden I was living at your house, you'd be shocked.
But thrilled.
Exactly.
I'll make a new chore chart in the morning.
What's a chore chart?
The chart with our chores on them.
There are chores?
Oh, there be chores.
But now there's a third *less* for us. So...score.
Chores TORTURE!
I've, uh, I've never *done* chores.
You wanted a normal life.

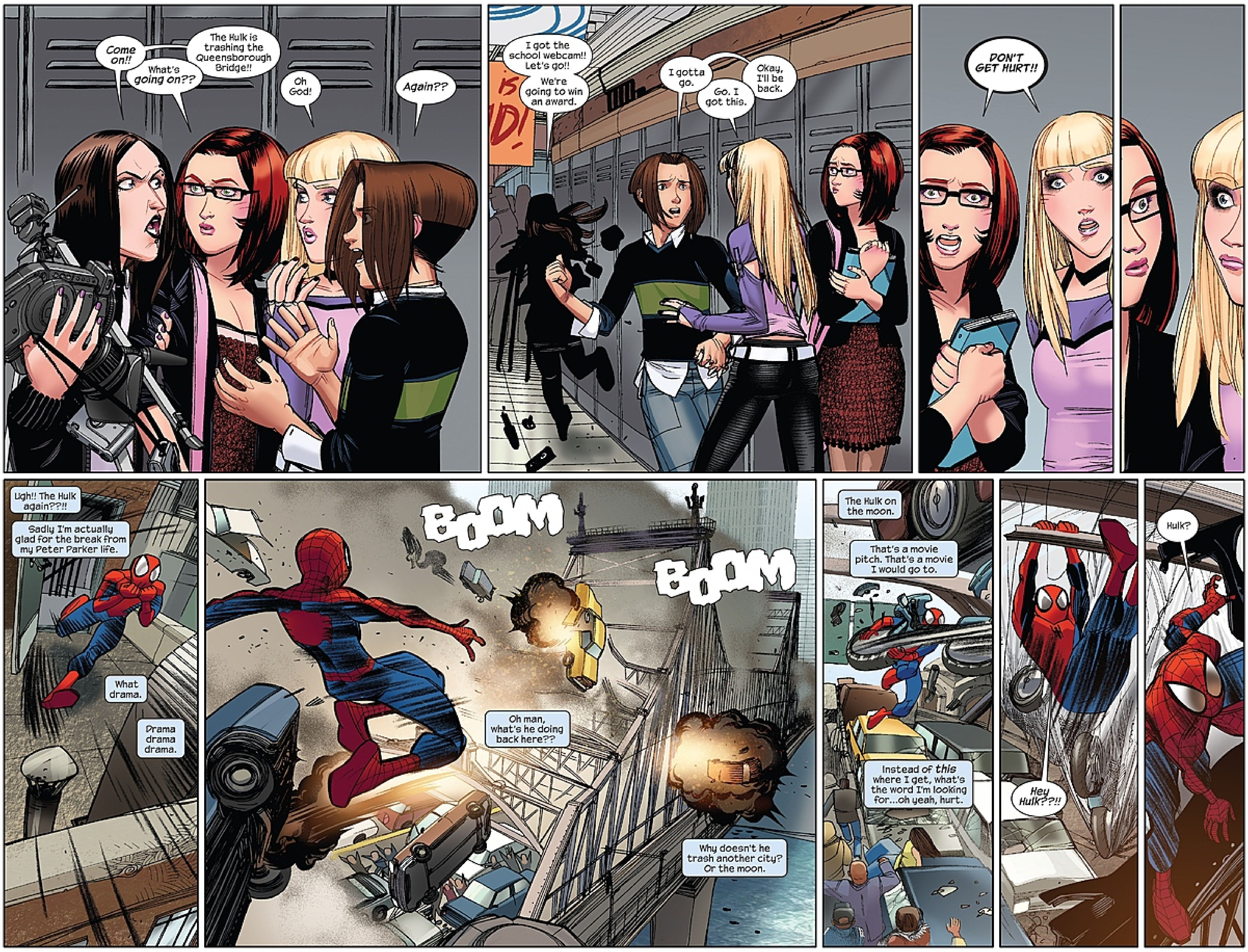


Midtown High School.
The Next Morning.
Oh!
Hey Peter...
Hi.
Um...
Are you okay?
Um...
What?
I met another super hero.
What?
At the mall. I was almost kidnapped and--
What?
I'm okay.
I'm telling you.
What happened??
I was almost kidnapped and this girl or guy came in and trashed the car and saved me.
So you saw another super hero, you're not seeing another super hero.
What?
You just came up to me and said you were seeing another super hero.
I don't even know what you're talking about.

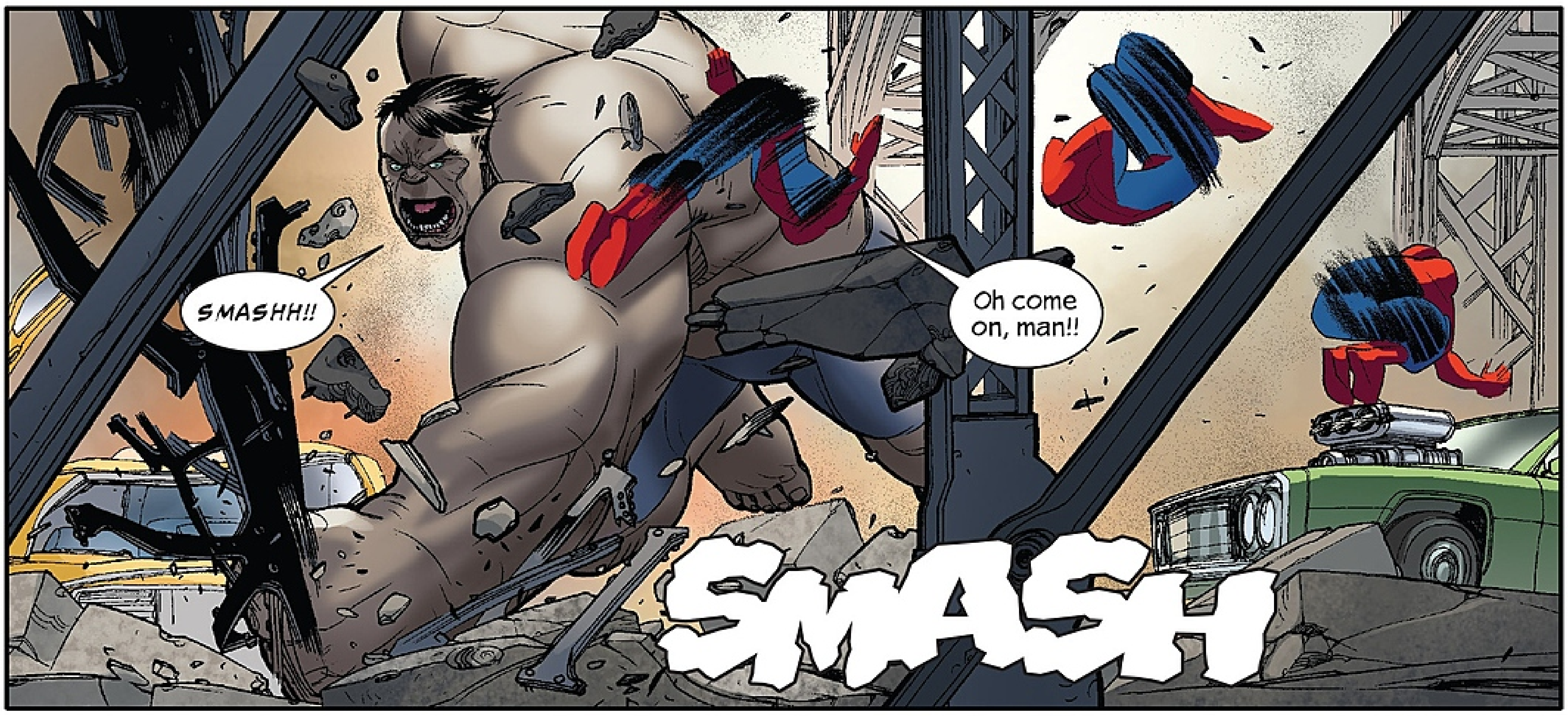


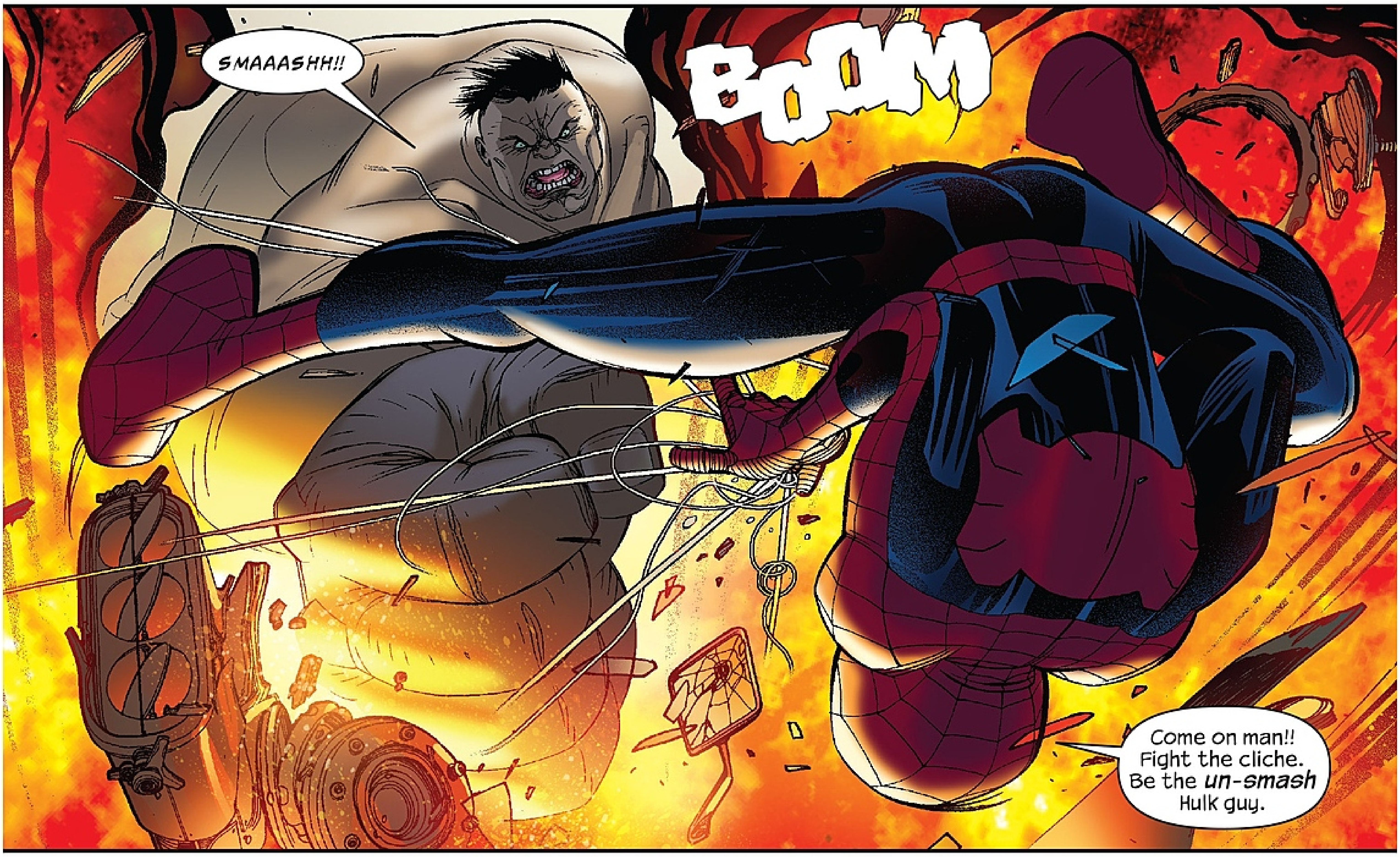
Was it a boy or a girl?
He or she was putting on a voice. I couldn't tell if it was a girl trying to be a boy or a boy trying to be a girl.
What did he/she look like?
Red cloak. Like a hood or a shroud. Totally covered.
Power set?
What?
What kind of *powers?*
Oh uh, I didn't get a good look. I was hiding.
You talked to her/him?
A little. Then they disappeared.
Teleporter.
(Or invisibility.)
Is it someone you know?
I don't *think* so.
I think it was another teenager.
Huh.
Hey!
Are you okay?
No!
I was almost kidnapped last night.
You shouldn't go out there by yourself. At night.
I wasn't by myself.
I was with my manager who was--he just ran away and left me there.
Sniff...
Oh God! I'm such a *loser.*
You're not.
I should *never* have broken up with you.
Whoa! What?


I'm so stupid.
These guys ask me out and I don't even *want* to go out with them.
Because...
Because they're not *you*.
And-and- and now it's too late.
You-you- you have Gwen.
And she's so cool.
And I screwed it all up.
Hey, let's go.
Oh no.
It's okay. Come on.
I'm sorry.
Let's get out of here.
Why? Where?
To the girl's room. You don't want to do this out here.
Oh man...
And you guys are, like, my best friends and I don't even get you as friends now.
I'm *still* your friend.
No, you're not. You haven't spoken to me in *months*.
You haven't spoken to us. You dropped *us*.
You don't want to be friends with someone who's obsessed with your boyfriend.
Well, wow, when you put it like that...
Oh my God!! Are you two actually fighting over him?? *Him??*
@#$% off, Flash!!
It--it sounds like you had a traumatic night.
Yeah.
We're still friends, MJ.
Yeah.
I'll always be your friend, and I'm not just saying that in that "old-boyfriend-is-saying-the-cool-thing-way."
All we've been through? All of us. We're going to be friends *forever!*
TIGERS
MATH
You freaked out on us. You did.
That is exactly what I told her. Exactly.
Why don't we--
MJ! MJ!!
Jessica?


Come on!!
What's going on??
The Hulk is trashing the Queensborough Bridge!!
Oh God!
Again??
I got the school webcam!! Let's go!!
We're going to win an award.
I gotta go.
Okay, I'll be back.
Go. I got this.
DON'T GET HURT!!
Ugh!! The Hulk again??!!
Sadly I'm actually glad for the break from my Peter Parker life.
What drama.
Drama drama drama.
BOOM
BOOM
Oh man, what's he doing back here??
Why doesn't he trash another city? Or the moon.
The Hulk on the moon.
That's a movie pitch. That's a movie I would go to.
Instead of *this* where I get, what's the word I'm looking for...oh yeah, hurt.
Hey Hulk??!!
Hulk?

HULK SMASSHH!!!!
Hey Hulk, remember me??
Spider-Man??
We had a moment.
We're pals.
(Please don't smash me.)


SMASHH!!
Oh come on, man!!
SMASH


SMAAASHH!!
BOOM
Come on man!! Fight the cliche. Be the *un-smash* Hulk guy.

BOOM

Oh. My. God.
You guys really got to get out of here.
This isn't a place for any...
HHUUAARRGGHH!!!
Is it me or is something off here?
THWAP
BOOM
I webbed him. Point blank.
Where are the webs?
Hey, wait a minute, something's wrong...
Okay, what's this now?
The rubble and debris are passing *through* him??

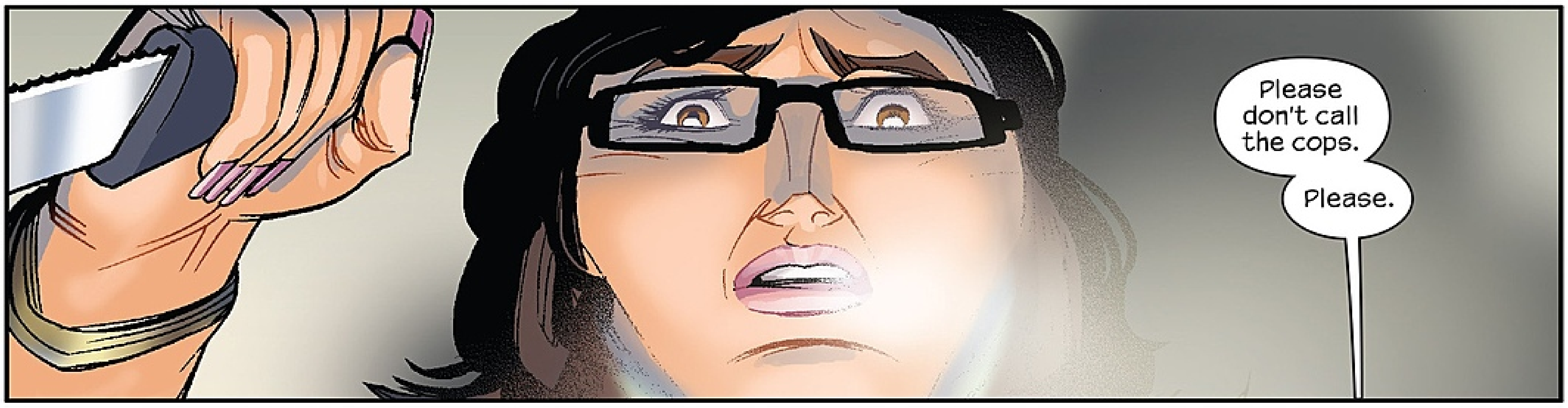
Jeez!!
BOOM
Son of a--
BOOM
BOOM
FUMP

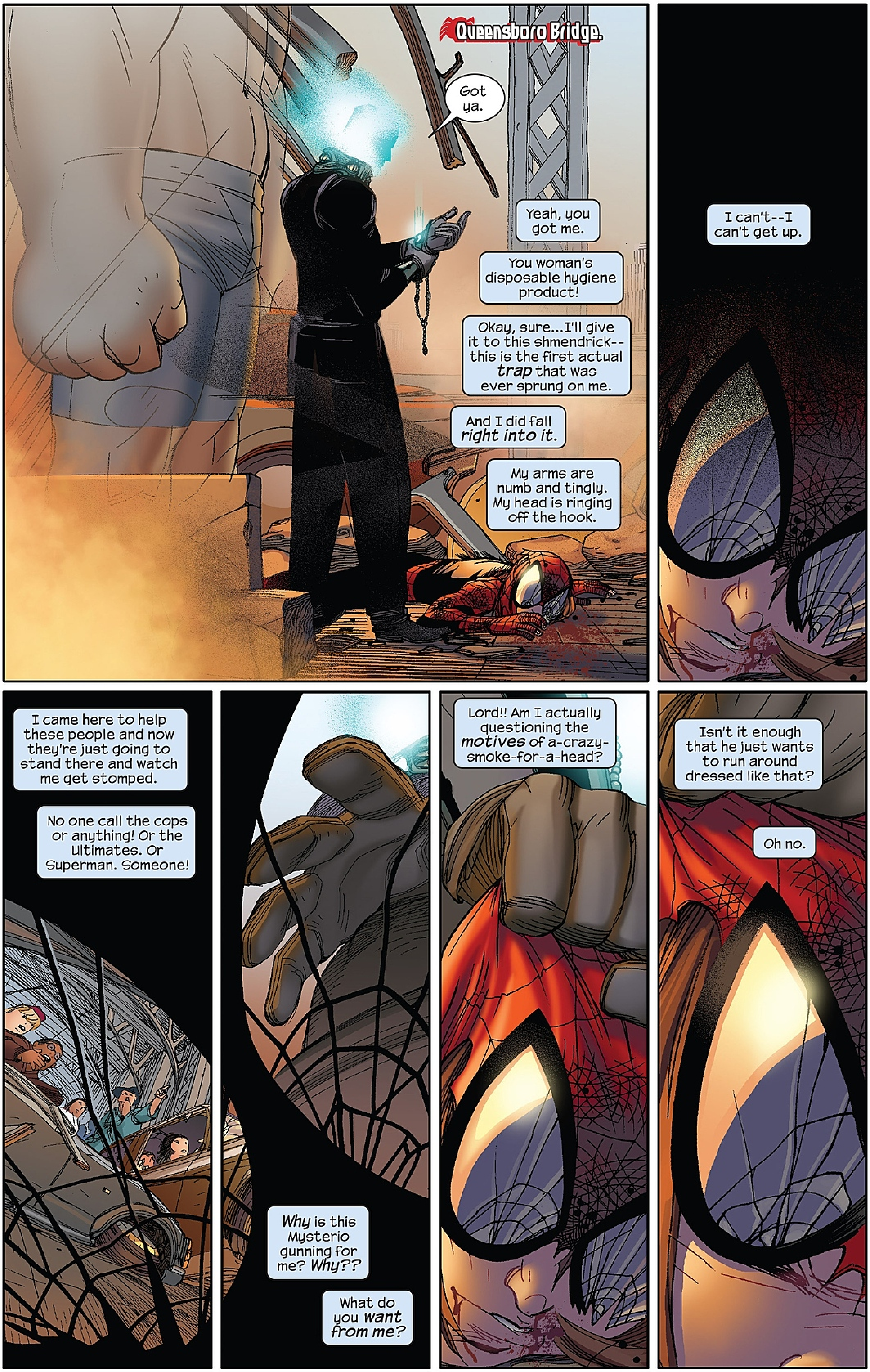
Got ya.

5

Forrest Hills, Queens. Noon.
I understand your--*yes.*
I understand what you're saying...but no.
No.
You're saying my daughter Kitty can't go to school with quote-unquote *normal* kids.
You're saying she can't live with human beings.
You're saying that after *all* this city has been through... you're going to teach children that mutants and humans can't live together.
Is that what you're saying?
You're the principal of a school.
The welfare of *hundreds* of children is in your care. The welfare of my child is in your care--
--and if you're stupid enough to actually call me on the phone and even hint that a child as bright and smart and strong as Kitty Pryde is somehow not good enough to walk your halls--
No. I think that is *exactly* what you're saying.
No, I believe that is exactly--
Sir, I think we'll have to continue this conversation with our lawyers present.
Oh yeah? Yeah?
Uh huh. That's what I thought.
BLEEP
Come on, Kitty...
Just once can you not make my life a living--
JEESH!!
It's freezing in here.
THUMP
Hello?
Kitty?
Hello?
Who the hell are you??
Who *are* you??!!

My--my name is Bobby Drake.
I'm a friend of your daughter. I'm one of the X-Men.
I was--was one of the X-Men.
Please.
I'm not here to hurt you. I just--
I just needed a place to stay.
I just needed somewhere to *sleep.*
Kitty said I could crash here while you're at work.
I--I thought you'd be at work.
That's all.
I promise.


Please don't call the cops.
Please.


Queensboro Bridge.
Got ya.
Yeah, you got me.
You woman's disposable hygiene product!
Okay, sure...I'll give it to this shmendrick--this is the first actual *trap* that was ever sprung on me.
And I did fall *right into it.*
My arms are numb and tingly. My head is ringing off the hook.
I can't--I can't get up.
I came here to help these people and now they're just going to stand there and watch me get stomped.
No one call the cops or anything! Or the Ultimates. Or Superman. Someone!
Why is this Mysterio gunning for me? *Why??*
What do you *want from me?*
Lord!! Am I actually questioning the *motives* of a-crazy-smoke-for-a-head?
Isn't it enough that he just wants to run around dressed like that?
Oh no.

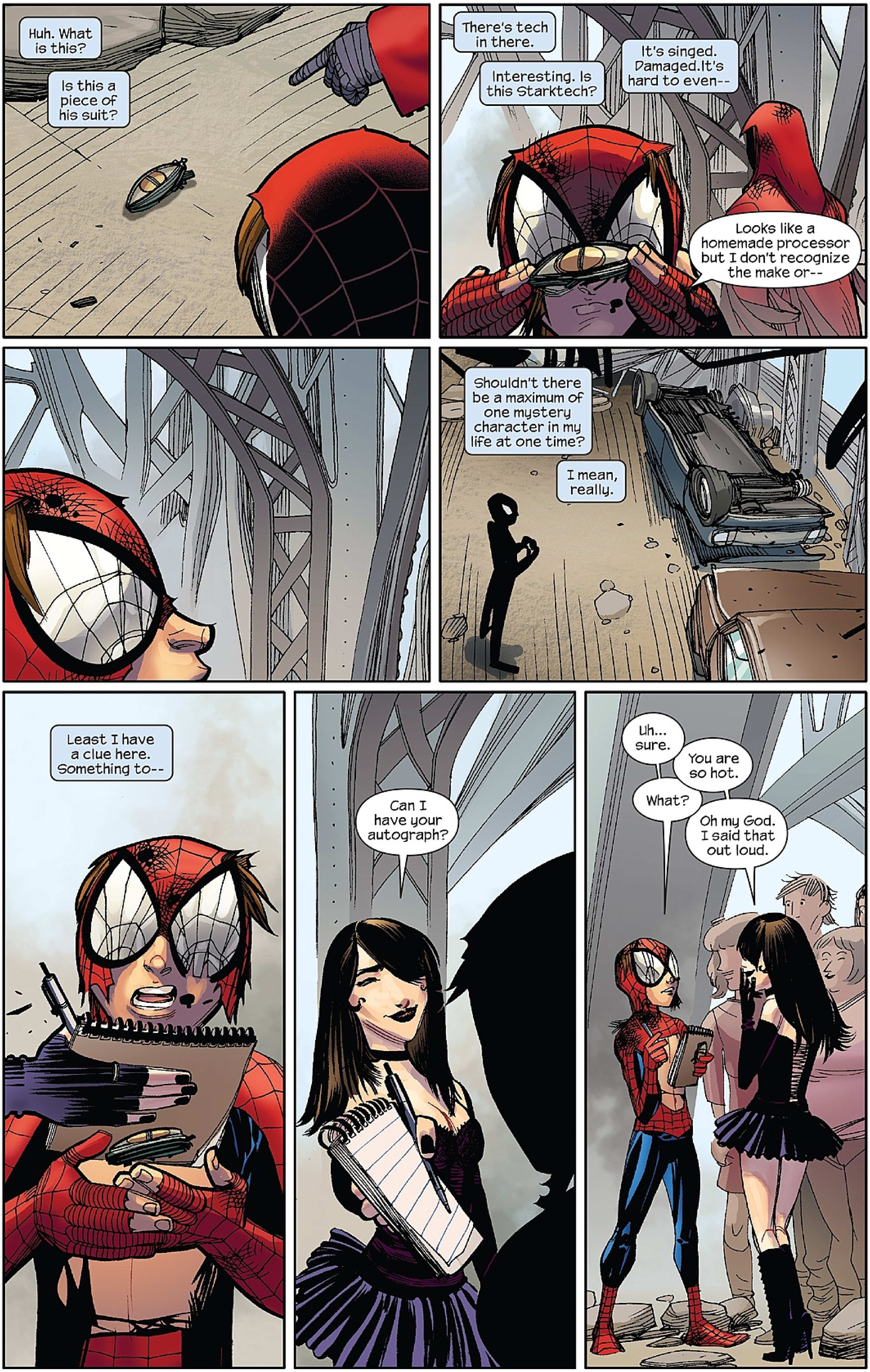
OAW!
WHACK
Damn it!
Who the hell are you supposed to be?
FSSAHAAA
Huurraagh!!
I'm not prepared for you.
So you'll have to excuse me...
SPLASH
You got yourself a little sidekick to--
Um.

CRACK
Great catchphrase.
"Um."
ARGH!
CRASH
Okay, I give up, who are you and what do you want?
Let's do that, huh?
Let's fight the cliché.
Put all your cards on the table.
Stop!!
You tell me who you are and what's going on and I'll, you know, box you around until you pass out.
And that'll be--
BOOM
Ow.
Yo!
You don't get it, do you?
No!!
I thought I made that kind of clear!!
I don't get you at all!!
THWAP
That's why you're you and I'm me.
Oh, that's why??
FAP
Shut it!
BOOM
TANG
Ow!

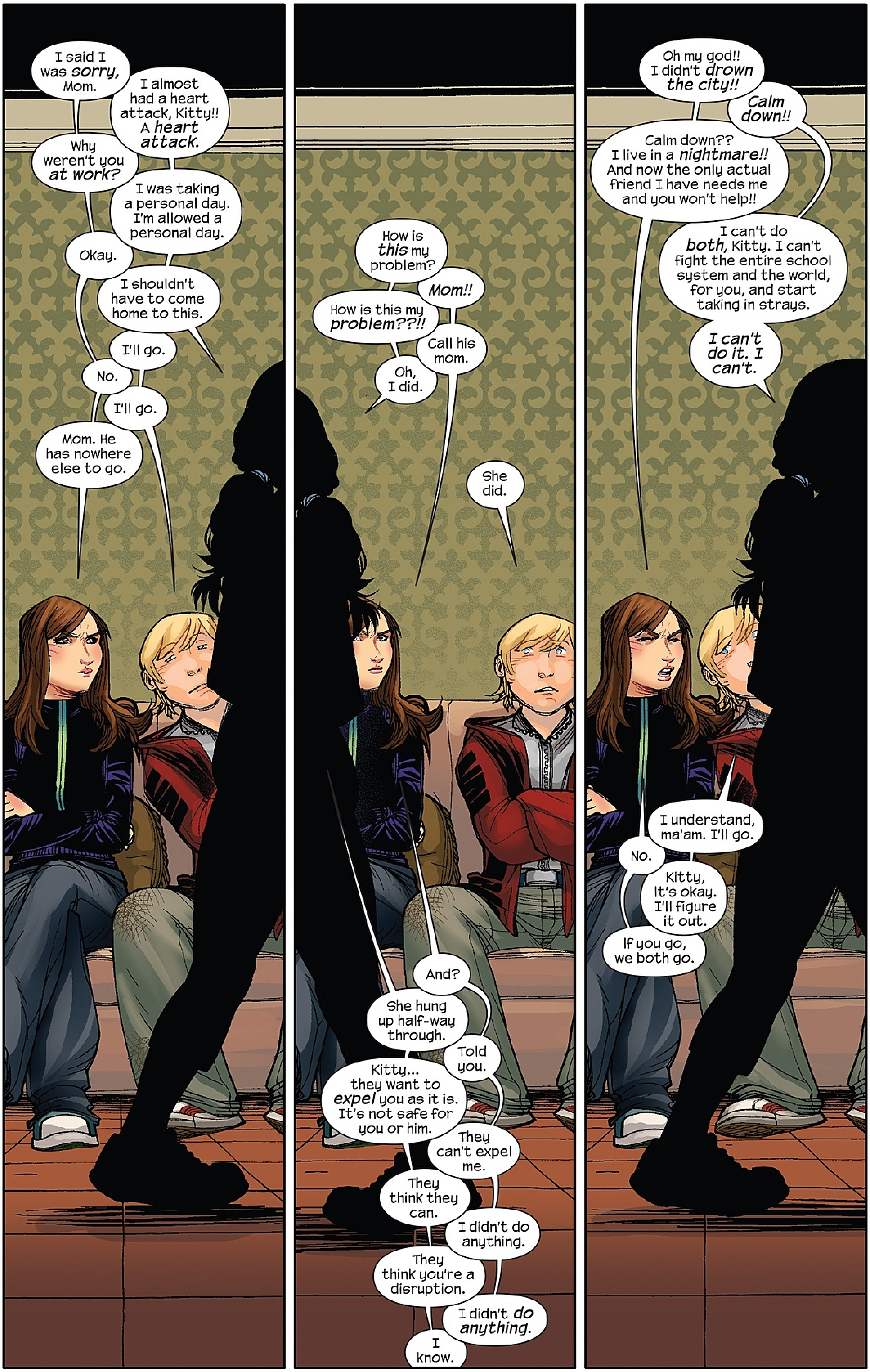
WHACK
AAGH!!
SPC
SPING
STING
Oh no...
Oh no!!
Oh no!!
NOOOOO!!!
NO!

Did he blow up?
Wouldn't that be nice.
Is everyone okay?
Is anyone hurt??
Other than me?
There.
Hey, no kiss goodbye??!!
Laugh it up.
I'm going to kill you.
SHPUUTHH
Aaaaand... scene.

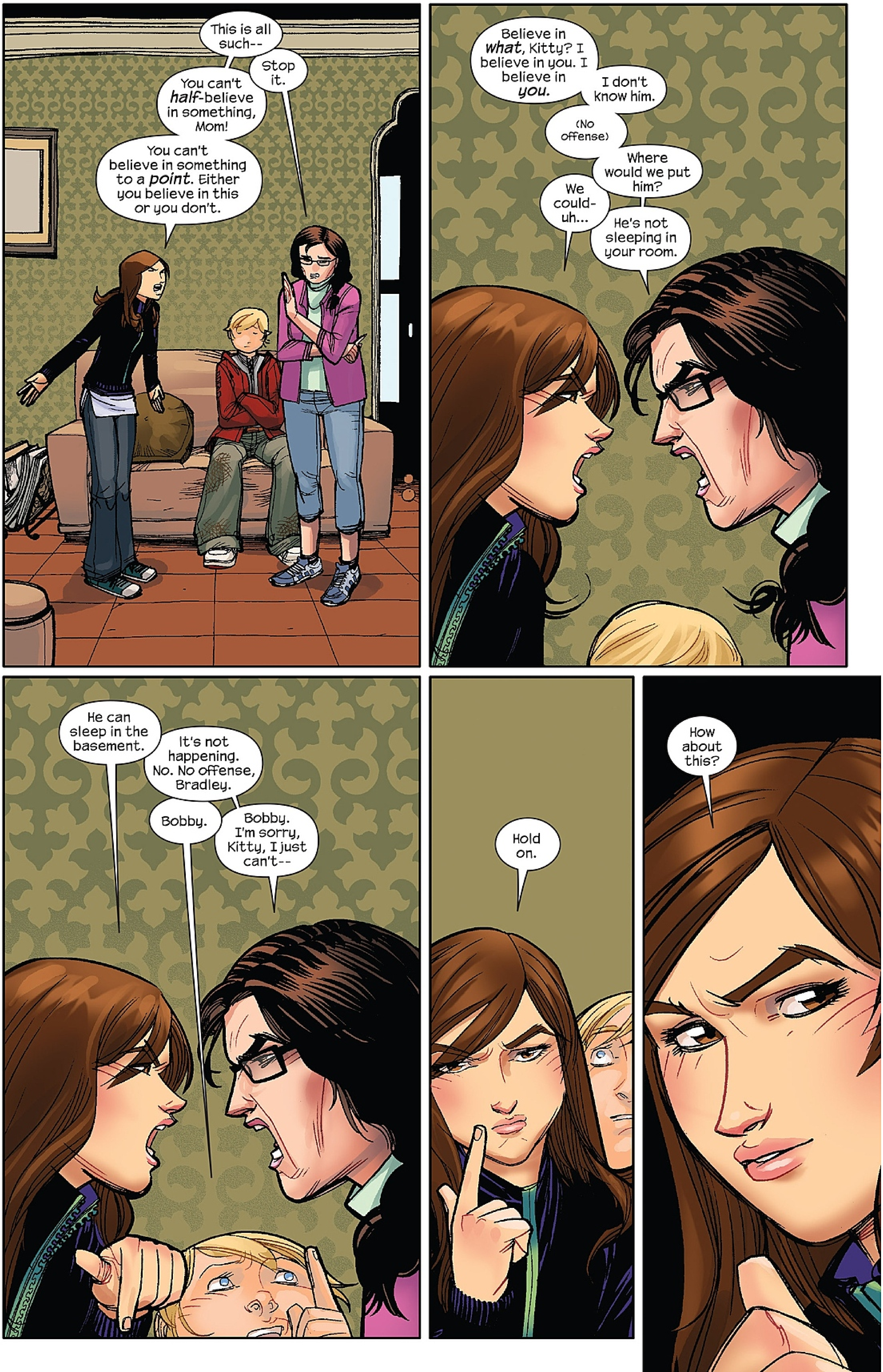
One mystery figure down, one to go.
Don't touch me.
Whoa, hey, just glad you're okay.
You *are* okay, right?
Thanks for the team-up. Seriously, you saved my entire buttocks twice there.
Hey, were you at the mall last night?
What?
Because I think you saved my friend's life. Redhead. Was that you?
Maybe.
What's with the voice?
news
Well, thanks. Seriously.
Whatever.
Are you a boy super hero or a girl super hero?
What?
You're doing a voice. Right?
I gotta go.
Do you at least know what the deal with this Mysterio guy is?
No. It was your fight.
Yeah, true, I just, I have no idea what to make of this guy.
There.



Huh. What is this?
Is this a piece of his suit?
There's tech in there.
Interesting. Is this Starktech?
It's singed. Damaged. It's hard to even--
Looks like a homemade processor but I don't recognize the make or--
Shouldn't there be a maximum of one mystery character in my life at one time?
I mean, really.
Least I have a clue here. Something to--
Can I have your autograph?
Uh... sure.
You are so hot.
What?
Oh my God. I said that out loud.



I said I was *sorry,* Mom.
I almost had a heart attack, Kitty!! A *heart attack.*
Why weren't you *at work?*
I was taking a personal day. I'm allowed a personal day.
Okay.
I shouldn't have to come home to this.
I'll go.
No.
I'll go.
Mom. He has nowhere else to go.
How is *this* my problem?
Mom!!
How is this my *problem??!!*
Call his mom.
Oh, I did.
She did.
And?
She hung up half-way through.
Told you.
Kitty... they want to *expel* you as it is. It's not safe for you or him.
They can't expel me.
They think they can.
I didn't do anything.
They think you're a disruption.
I didn't *do anything.*
I know.
Oh my god!! I didn't *drown the city!!*
Calm down!!
Calm down?? I live in a *nightmare!!* And now the only actual friend I have needs me and you won't help!!
I can't do *both,* Kitty. I can't fight the entire school system and the world, for you, and start taking in strays.
I can't do it. I can't.
I understand, ma'am. I'll go.
No.
Kitty, it's okay. I'll figure it out.
If you go, we both go.

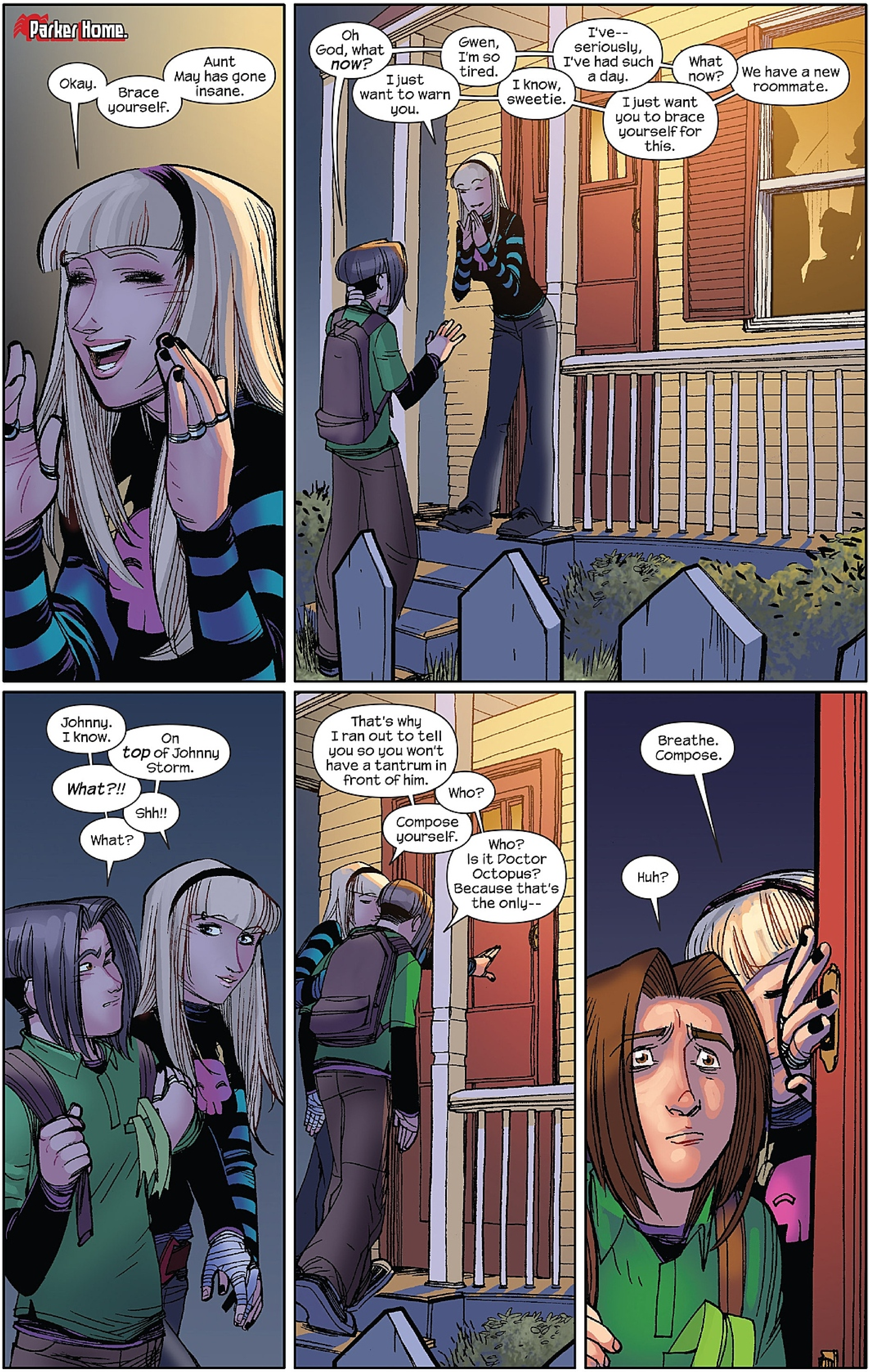


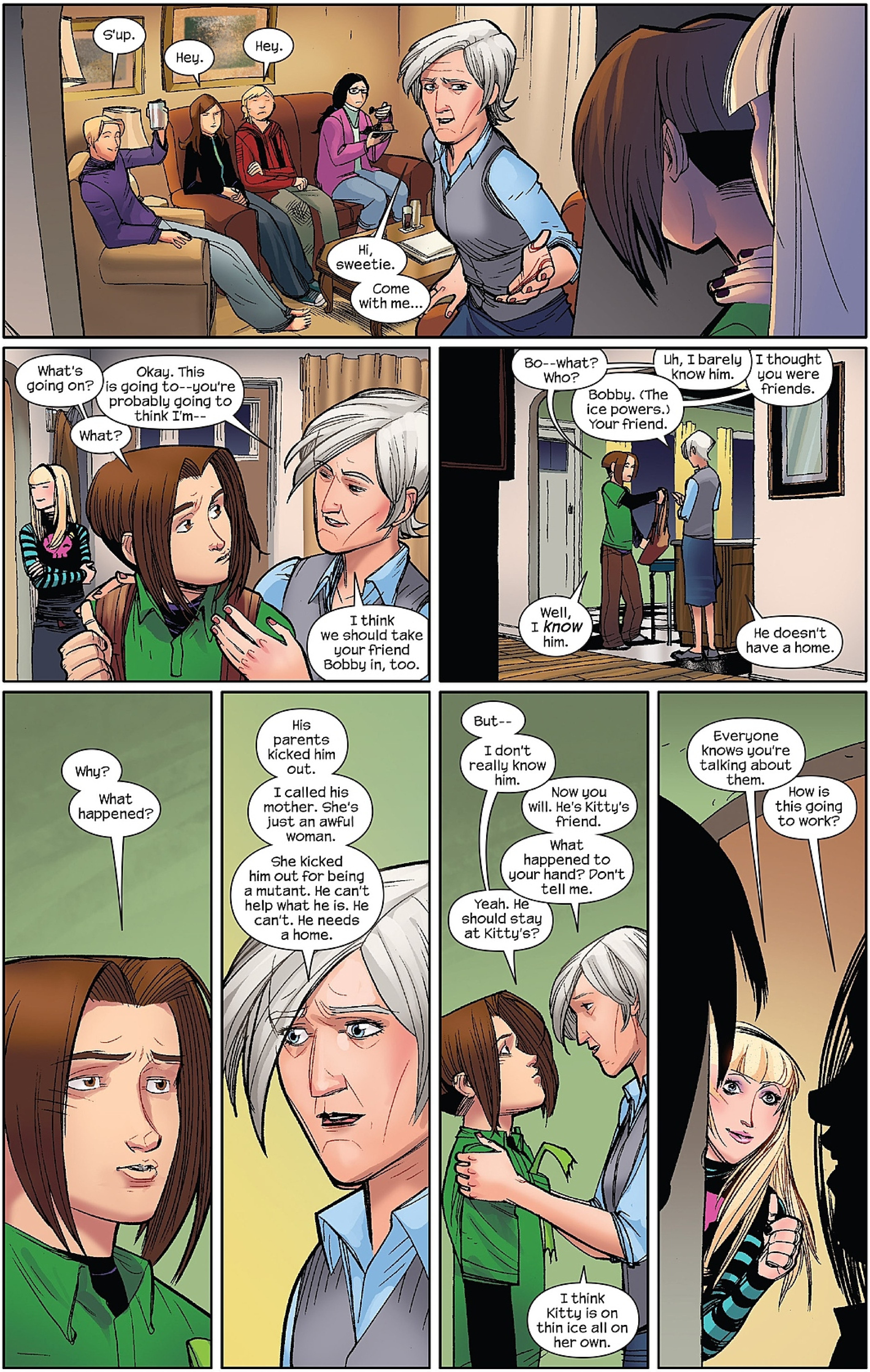
This is all such--
You can't *half*-believe in something, Mom!
Stop it.
You can't believe in something to a *point*. Either you believe in this or you don't.
Believe in *what*, Kitty? I believe in you. I believe in *you*.
I don't know him.
(No offense)
Where would we put him?
We could-uh...
He's not sleeping in your room.
He can sleep in the basement.
It's not happening. No. No offense, Bradley.
Bobby.
Bobby. I'm sorry, Kitty, I just can't--
Hold on.
How about this?

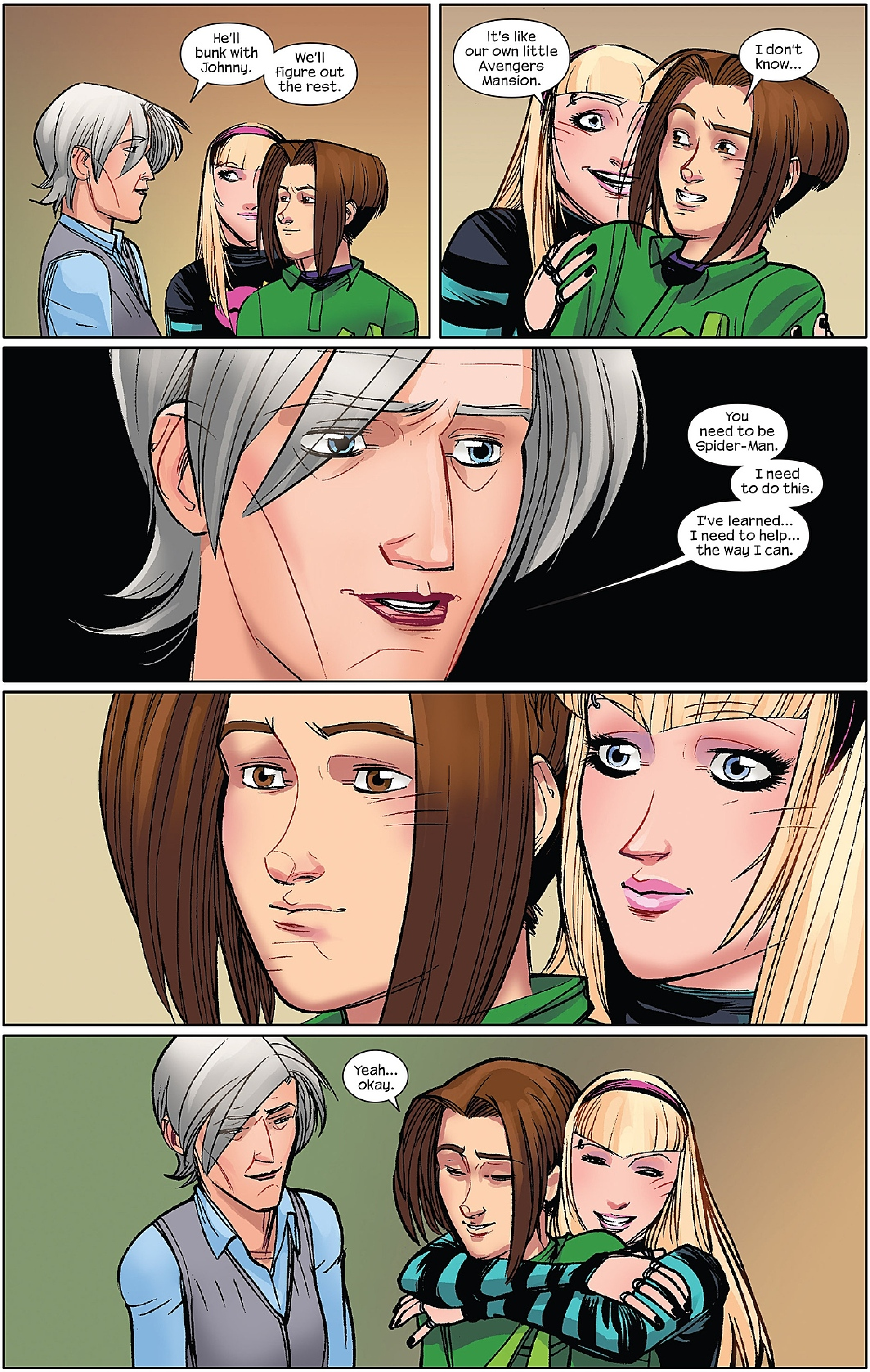
I was reborn!! Rebirthed!!
No one cares!!
Seriously.
But what about the cutbacks, Captain Quaid?
There are no cutbacks.
Captain, the word is the Avengers are getting a big payday and we're getting the short end of the--
You wanna get paid? Do your job.
Don't worry about the costumes, don't worry about all the--
I tried to make an appointment but they hung up on me.
Get the hell in my office.
Well, Captain Franky, I gotta say--
Kid, I will throw you in jail forever if you call me that ever again.
I need your help.
Cleaning up the mess you made on the bridge?
I didn't make that mess.
No. I didn't make that mess. What's up?
I didn't make that mess.
I'm tired and hungry. What are we talking about?

This...
Mysterio dropped it.
And by dropped it I mean it broke off his armor during my kicking of his ding ding.
Uh-huh.
What?
You know it was on TV.
What?
The fight.
It was on TV?
Oh.
Yeah.
So you know it wasn't so much me kicking his ding ding as me caught with my tights down and him spanking me around until someone else showed up and saved me.
Pretty much.
But still. Here it is...
What is it?
Well, it's tech. And it's specific tech. I think it's stolen.
It's a clue.
And you *took* it from the crime scene.
Well, yeah, for you.
There are 400 cop procedural shows on TV every day.
And you don't know ***not*** to touch a crime scene? You don't know not to remove things from it?
I--uh-- don't watch a lot of TV.
I have webs.

Well, you don't touch the crime scene.
Even if I *was* the crime scene?
Hey, it's our first piece of something that could lead us to find out who this idiot is and catch him before he starts some more of his trademark--
This is true.
Okay, okay. I have no idea what this is...I'm going to have to give it to the Feds.
Oh, uh...
You don't have anyone *here* who can--
Mysterio killed the Kingpin. He's gone Federal.
Oh.
Why?
I don't trust anybody but you.
Don't worry about it. Everyone wants to get this guy.
But hey, you saying he came for you?
Yes!!
The whole thing today was him gunning for me.
Well, then, now we got something.


Parker Home.
Okay.
Brace yourself.
Aunt May has gone insane.
Oh God, what *now?*
I just want to warn you.
Gwen, I'm so tired.
I know, sweetie.
I've-- seriously, I've had such a day.
I just want you to brace yourself for this.
What now?
We have a new roommate.
Johnny. I know.
On *top* of Johnny Storm.
What?!!
Shh!!
What?
That's why I ran out to tell you so you won't have a tantrum in front of him.
Who?
Compose yourself.
Who? Is it Doctor Octopus? Because that's the only--
Breathe. Compose.
Huh?


S'up.
Hey.
Hey.
Hi, sweetie.
Come with me...
What's going on?
Okay. This is going to--you're probably going to think I'm--
What?
I think we should take your friend Bobby in, too.
Bo--what? Who?
Bobby. (The ice powers.) Your friend.
Uh, I barely know him.
I thought you were friends.
Well, I *know* him.
He doesn't have a home.
Why?
What happened?
His parents kicked him out.
I called his mother. She's just an awful woman.
She kicked him out for being a mutant. He can't help what he is. He can't. He needs a home.
But--
I don't really know him.
Now you will. He's Kitty's friend.
What happened to your hand? Don't tell me.
Yeah. He should stay at Kitty's?
I think Kitty is on thin ice all on her own.
Everyone knows you're talking about them.
How is this going to work?


He'll bunk with Johnny.
We'll figure out the rest.
It's like our own little Avengers Mansion.
I don't know...
You need to be Spider-Man.
I need to do this.
I've learned... I need to help... the way I can.
Yeah... okay.

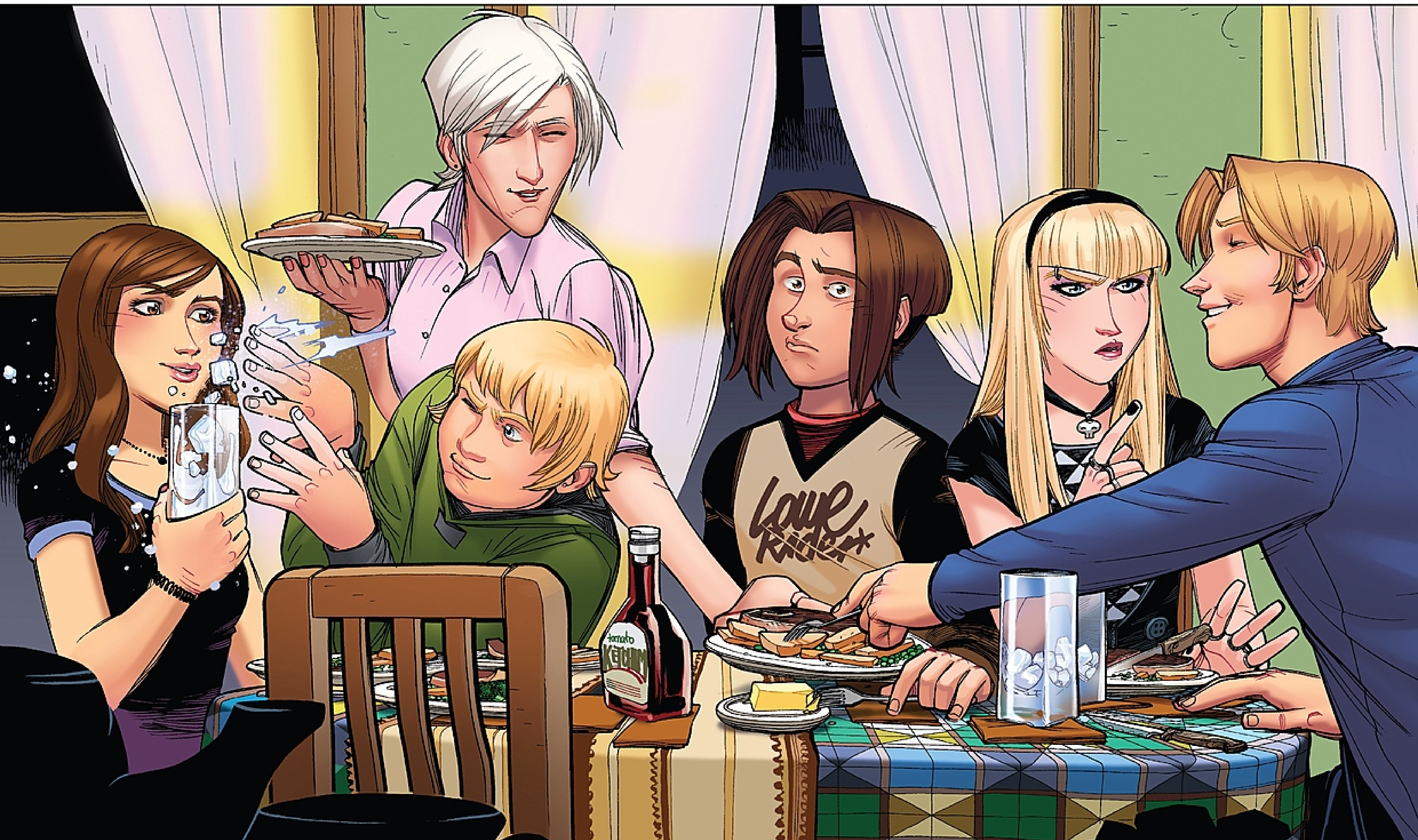
DAMN YOU, @#$%^*$% SPIDER-BOY!!
Why can't I do this? Why can't I make you not exist!
Millions of people died in New York and I still have you up my nose!!
Look what you did, Spider-boy!!
Look at this.
Do you have any idea of the cost? The man-hours??!! The--huh.
That's not my blood. I didn't bleed.
That's not mine.
Ooohh... got ya.
For real.

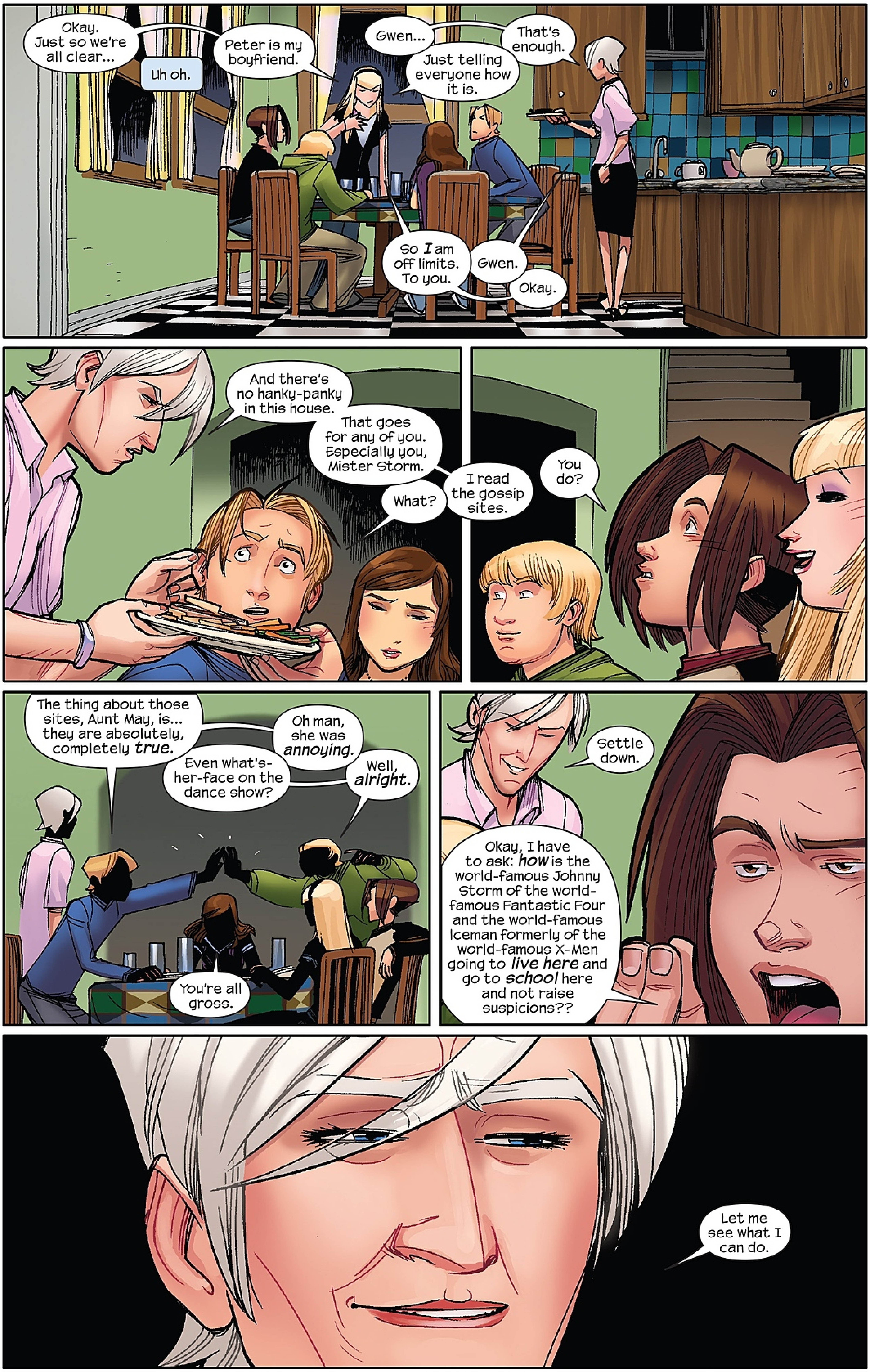
6

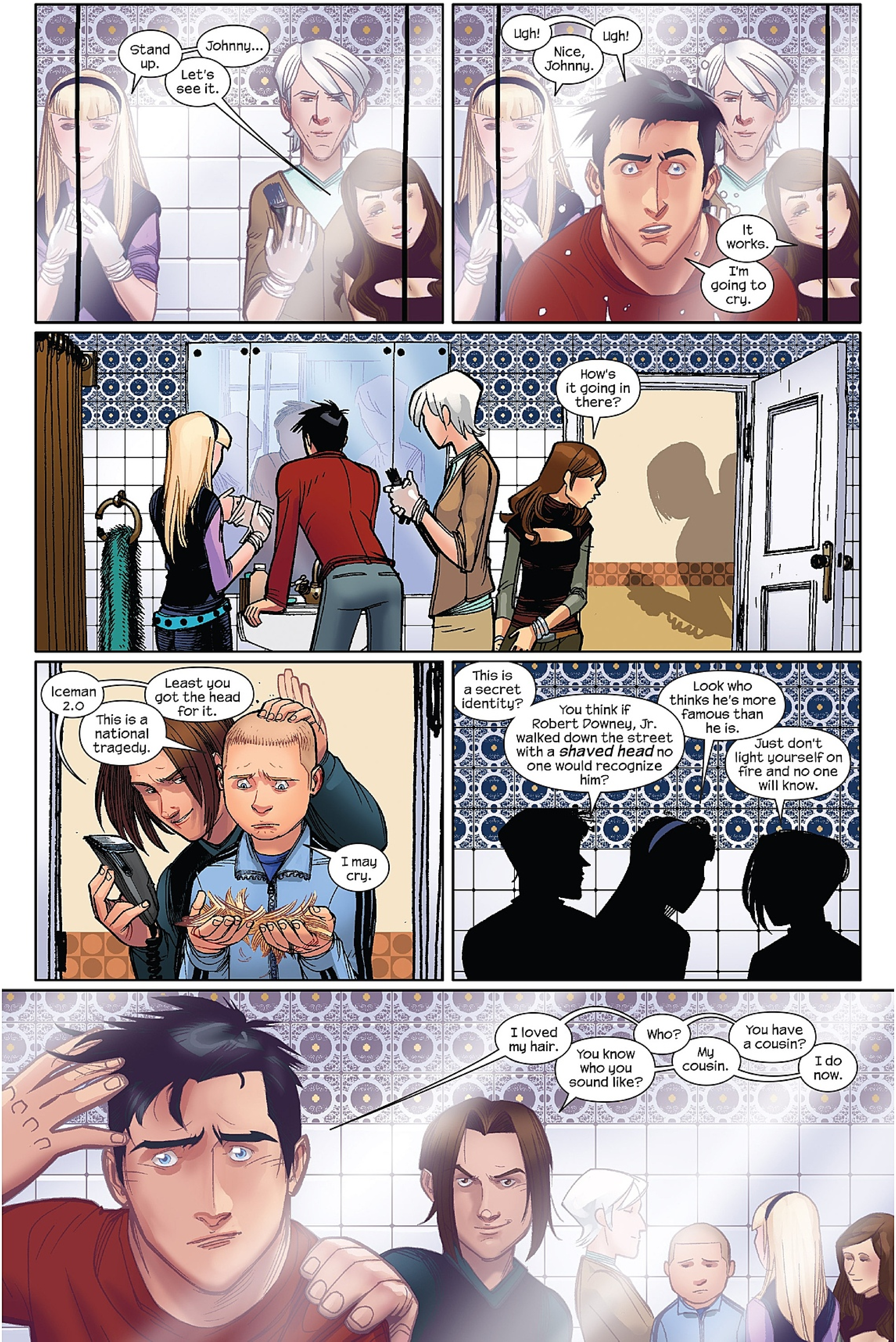
So *this* is my life now. I went from only child, orphaned super hero living with his widowed aunt to living in a halfway house full of homeless teen super heroes...with a girlfriend I'm still not sure how I started dating. How are we dating?? How did that happen? Thing is, I like Gwen Stacy. I like her a whole lot. And she's cute and cool and hilarious and maybe as smart as me (not to brag) and that is all awesome. But her living here has turned into a full-blown boyfriend/ girlfriend thing much faster than I was thinking it would. I think she might like me 'like that' more than I like her 'like that.' I can't tell. I honestly can't tell *how* much I like her. I don't think I've had two seconds to sit and think about it *either way*. She just kind of took charge of it. Of me. Of us. I do like her though, and it is incredibly convenient to have my girlfriend just... right there. But I haven't had a girlfriend day off between MJ, Kitty, and MJ again. I didn't even get to go find the Black Cat and see if she'd still make out with me. (I wonder if she's even still alive.) Haven't heard a peep out of her. I think what's bothering me the most is: am I living a life or is life just happening to me?

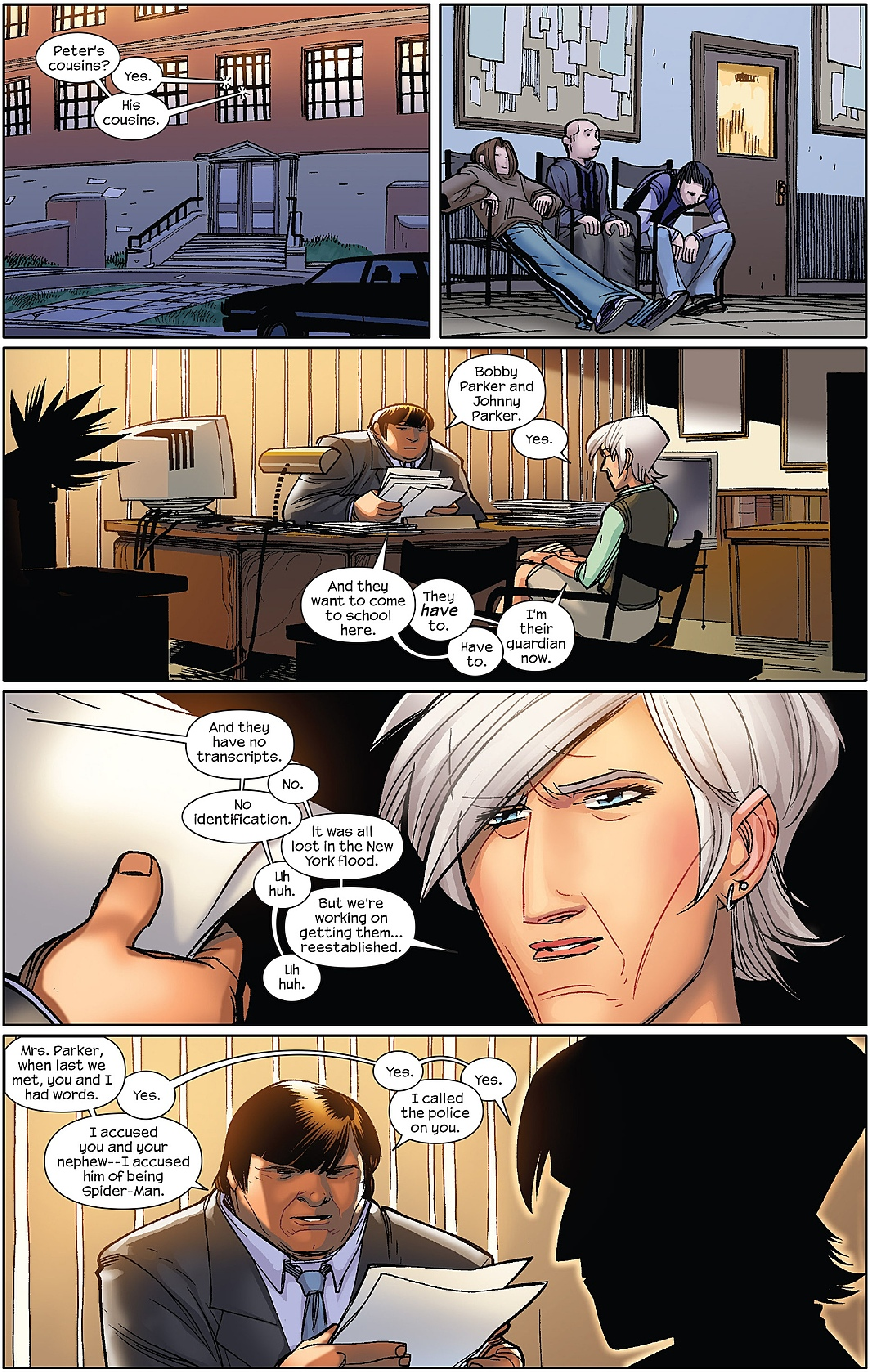
Like Johnny Storm here. I like Johnny. Johnny is a cool guy. A fun guy. A good friend. Great super hero. But do I want to *live* with him? Will he start annoying the crap out of me? I mean, before this situation I'd see the guy once every couple of weeks. Tops. It's one thing when he was with the Fantastic Four and I'd see him every once in a while. But this--this--and Bobby Drake, the Iceman, I don't even *know* the guy. I'm friends with him because *he's* friends with Kitty Pryde. And *I'm* not even sure I'm still friends with Kitty. She's just around now. I think she's still sore we broke up. But I *do* feel *bad* for him. His family kicked him out for being a mutant. That sucks. I can't even imagine. But the couple of times we've hung out he's kind of been--well, *annoying* is too strong of a word--but--hey, I don't even know him. Who knows? Maybe we'll end up being *best friends...*

I just don't know how any of this is going to work. How can we even afford to have all these people in our house? How is Aunt May going to *handle* all of this? Uh, why is Gwen standing up? Why does she have that look on her face?



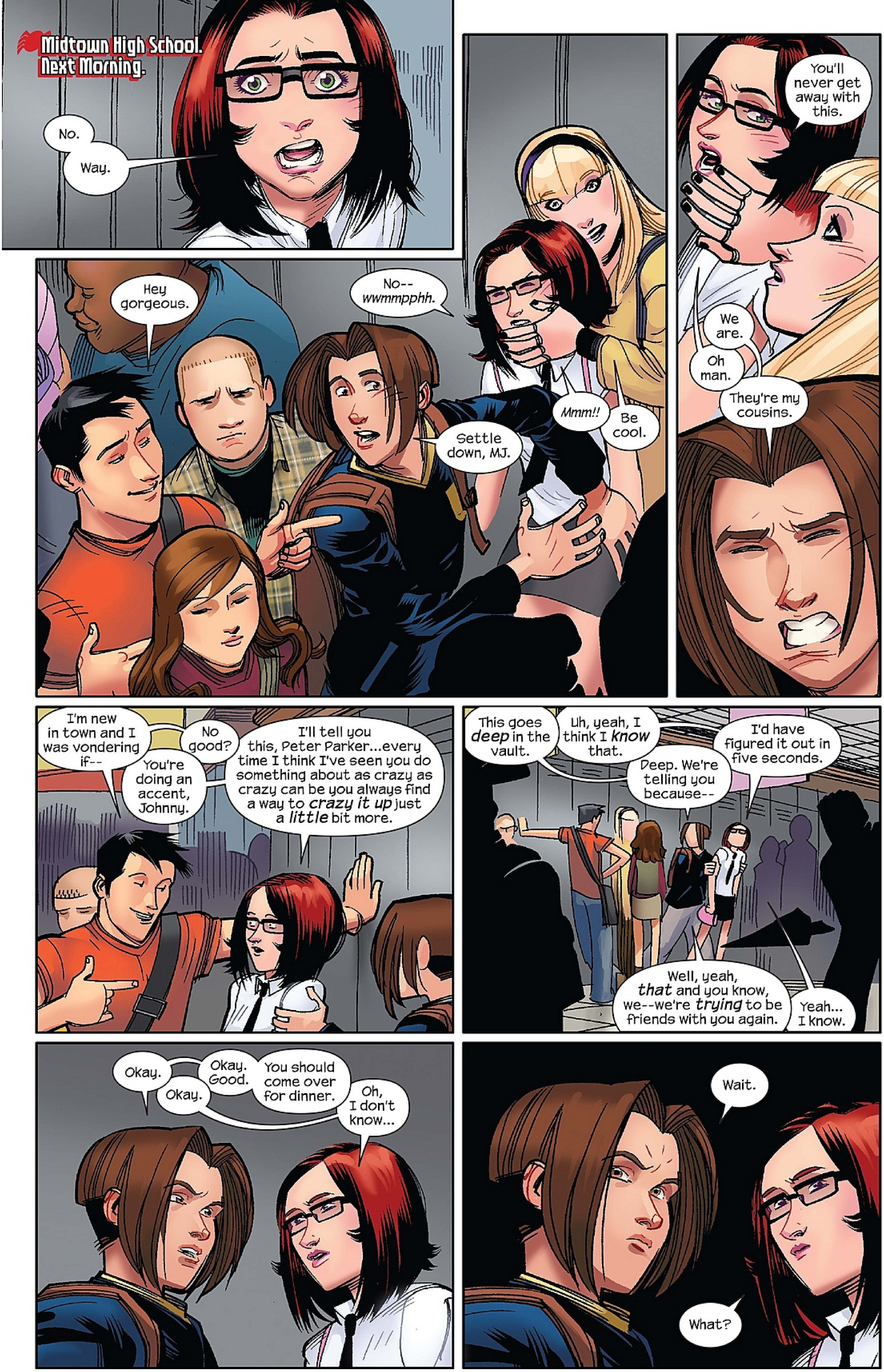

Okay. Just so we're all clear...
Uh oh.
Peter is my boyfriend.
Gwen...
That's enough.
Just telling everyone how it is.
So *I* am off limits. To you.
Gwen.
Okay.
And there's no hanky-panky in this house.
That goes for any of you. Especially you, Mister Storm.
What?
I read the gossip sites.
You do?
The thing about those sites, Aunt May, is... they are absolutely, completely *true*.
Oh man, she was *annoying*.
Even what's-her-face on the dance show?
Well, *alright*.
You're all gross.
Settle down.
Okay, I have to ask: *how* is the world-famous Johnny Storm of the world-famous Fantastic Four and the world-famous Iceman formerly of the world-famous X-Men going to *live here* and go to *school* here and not raise suspicions??
Let me see what I can do.


Stand up.
Johnny...
Let's see it.
Ugh!
Ugh!
Nice, Johnny.
It works.
I'm going to cry.
How's it going in there?
Iceman 2.0
Least you got the head for it.
This is a national tragedy.
I may cry.
This is a secret identity?
You think if Robert Downey, Jr. walked down the street with a *shaved head* no one would recognize him?
Look who thinks he's more famous than he is.
Just don't light yourself on fire and no one will know.
I loved my hair.
You know who you sound like?
Who?
My cousin.
You have a cousin?
I do now.


Peter's cousins?
Yes.
His cousins.
Bobby Parker and Johnny Parker.
Yes.
And they want to come to school here.
They *have* to.
Have to.
I'm their guardian now.
And they have no transcripts.
No.
No identification.
It was all lost in the New York flood.
Uh huh.
But we're working on getting them... reestablished.
Uh huh.
Mrs. Parker, when last we met, you and I had words.
Yes.
I accused you and your nephew--I accused him of being Spider-Man.
Yes.
I called the police on you.
Yes.

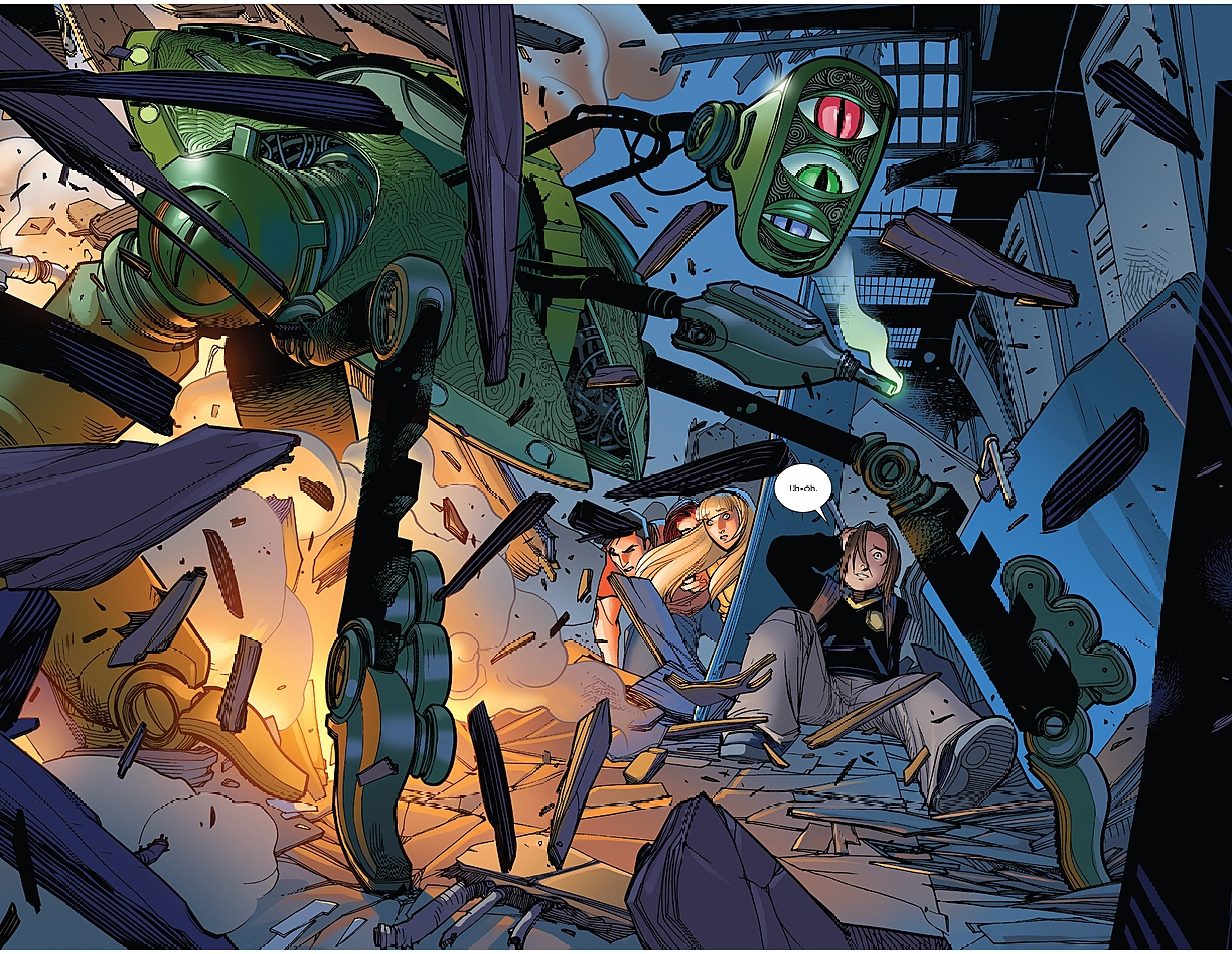
I appreciate your--I appreciate your ability to look *past* it.
Well...my boys need to go to school. And you are the school.
These boys--
Are good boys.
Who have been through a lot. Like all of us.
But they are so young. They need guidance and education.
They'd need to be tested and placed.
Of course.
The school is filled to capacity. To *over*-capacity.
Yes.
Okay, Mrs. Parker, I'll just come right out and say it.
I don't know if your nephew Peter is Spider-Man or not.
And I don't *want* to know.
But I, like most of the world, feel very differently about such things now.

Having Spider-Man go to this school seems more like--more like an *honor.*
And I'm, yes, I'm ashamed of myself for not seeing that more clearly the last we talked.
And at this point nothing would make me happier than to do *right* by you and your family.
Mister Suitress, Peter is not this--
I don't care, either way. It is what it is.
But you have to understand, the safety of the children in this school is so important.
These cousins of Peter's, and Peter...we need to keep the school safe.
We need it to be as normal as possible.
Nothing would make me happier.

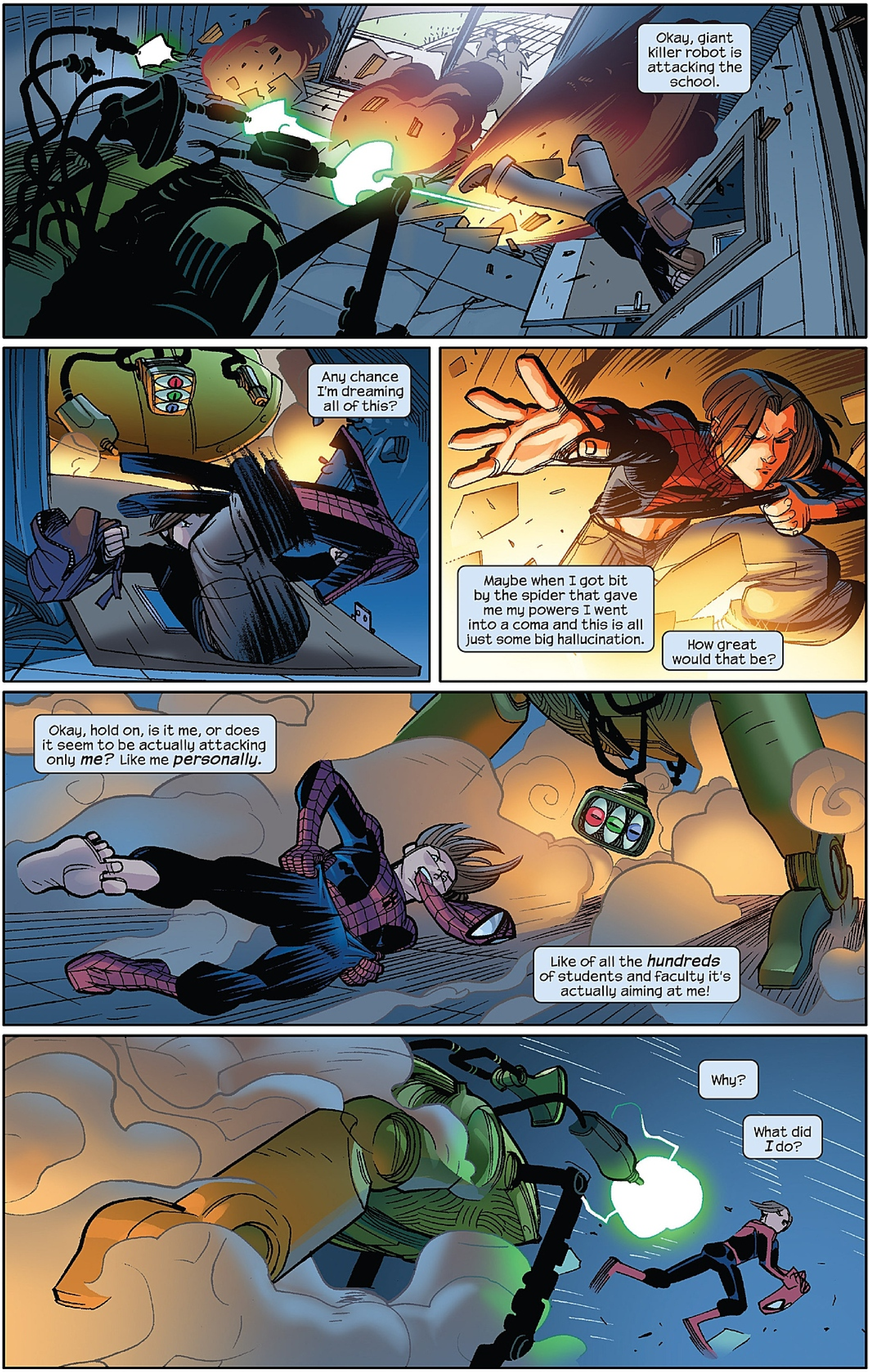

Midtown High School.
Next Morning.
No.
Way.
Hey gorgeous.
No-- wwmmpphh.
Settle down, MJ.
Mmm!!
Be cool.
You'll never get away with this.
We are.
Oh man.
They're my cousins.
I'm new in town and I was vondering if--
No good?
You're doing an accent, Johnny.
I'll tell you this, Peter Parker...every time I think I've seen you do something about as crazy as crazy can be you always find a way to crazy it up just a little bit more.
This goes deep in the vault.
Uh, yeah, I think I know that.
Deep. We're telling you because--
I'd have figured it out in five seconds.
Well, yeah, that and you know, we--we're trying to be friends with you again.
Yeah... I know.
Okay.
Okay.
Okay. Good.
You should come over for dinner.
Oh, I don't know...
Wait.
What?

What's going on?
Something's wrong.
What is it?
What's going on?
His spider-sense is tingling?
Is that a real thing?
Yep.
Are we in trouble?
There's danger.
Here?
Shh!
Well, this is just freaking me out.
Wait for it.
For what?
Dunno. Somethin'.

Holy!
Aaggh!!
What the @©$%#!!??
AGH!!
PETER!!


Uh-oh.

Okay, everyone, recess!!
Flame-!!
NO!
No??
Get out of here!! You all get out of here.
Bull-caca!!
What did Aunt May say? LOW profile!!
Yeah, but she didn't know this was going to happen!!
Oh my God!!
Everyone out!!
Go!! go!!
GO GO!!
I can do this!!
So can I!!
Listen to him.
Aagh!!


Okay, giant killer robot is attacking the school.
Any chance I'm dreaming all of this?
Maybe when I got bit by the spider that gave me my powers I went into a coma and this is all just some big hallucination.
How great would that be?
Okay, hold on, is it me, or does it seem to be actually attacking only *me?* Like me *personally.*
Like of all the *hundreds* of students and faculty it's actually aiming at me!
Why?
What did *I* do?

It's the costume.
I'm just too cute in this damn costume.
I'm going in!!
You absolutely *are not!!*
I can help. I can melt that--
Shut it!!
GO!! Run home!! Go!!
Okay, Robbie. (Which I assume is every robot's name....)
You wouldn't happen to be one of those *talking* Spider-Man killer robots, would you?
That would be a huge help!!
And "crush kill destroy" does not constitute actual communication.
I need back story, motivation, a sense of-- *AAGGHH!!*
ZZAAT
CRASH
Uh, I didn't do this.
This is insane!!
He can do this.
So can I!!
Then you go run that way, flame on over there and come flying in like you happen to be flying by.
Okay, okay. Bobby, you stay here with the girls.
What???
Okay, seriously, I'm not one to judge, but you *have* to lay off the Sno-Caps.
AAAIIEEE!!
And that is very girl-like screaming.

What the hell is *that* now?!!
I thought it was *you,* but now that I see you two together, I see I was waaaaay off.
ALGEBRA
You okay?
I- I-I--
Good talk.
Okay mystery super hero, you ready for a classic team-up that will be remembered for--

Coff
Okay, mystery person, *that* was impressive.
Thanks. *Coff*
You okay?
Just need a minute.
So you *do* go to school here?
Oh man, I *knew* I was going to miss all the fun.
FWOOSH
NO NO!!
Stop!
Don't do that!

What??
It could get *up* again!!
It also has clues to whoever built this thing!!
Clues you just melted!!
Oh yeah, Reed yelled at me about that once.
Good call. Sorry.
Well...
It's not the biggest deal, I have a pretty good idea who it is.
It's just annoying that he knows I--
There *was* someone else here, right?
That was-- yes.
Weird.
Yes.
Maybe we should ask them if they want to move in with us.
Nyuk nyuk.

Ladies and gentlemen... school is out!!
HALF-DAY!!
I could'a ended that in two seconds.
Next time, Bobby.
This secret identity stuff blows.
Hey, listen, at least you don't have to worry about all the stuff Kitty has to--
Where is Kitty?
HHRRAAA!!

"This is how I did it."

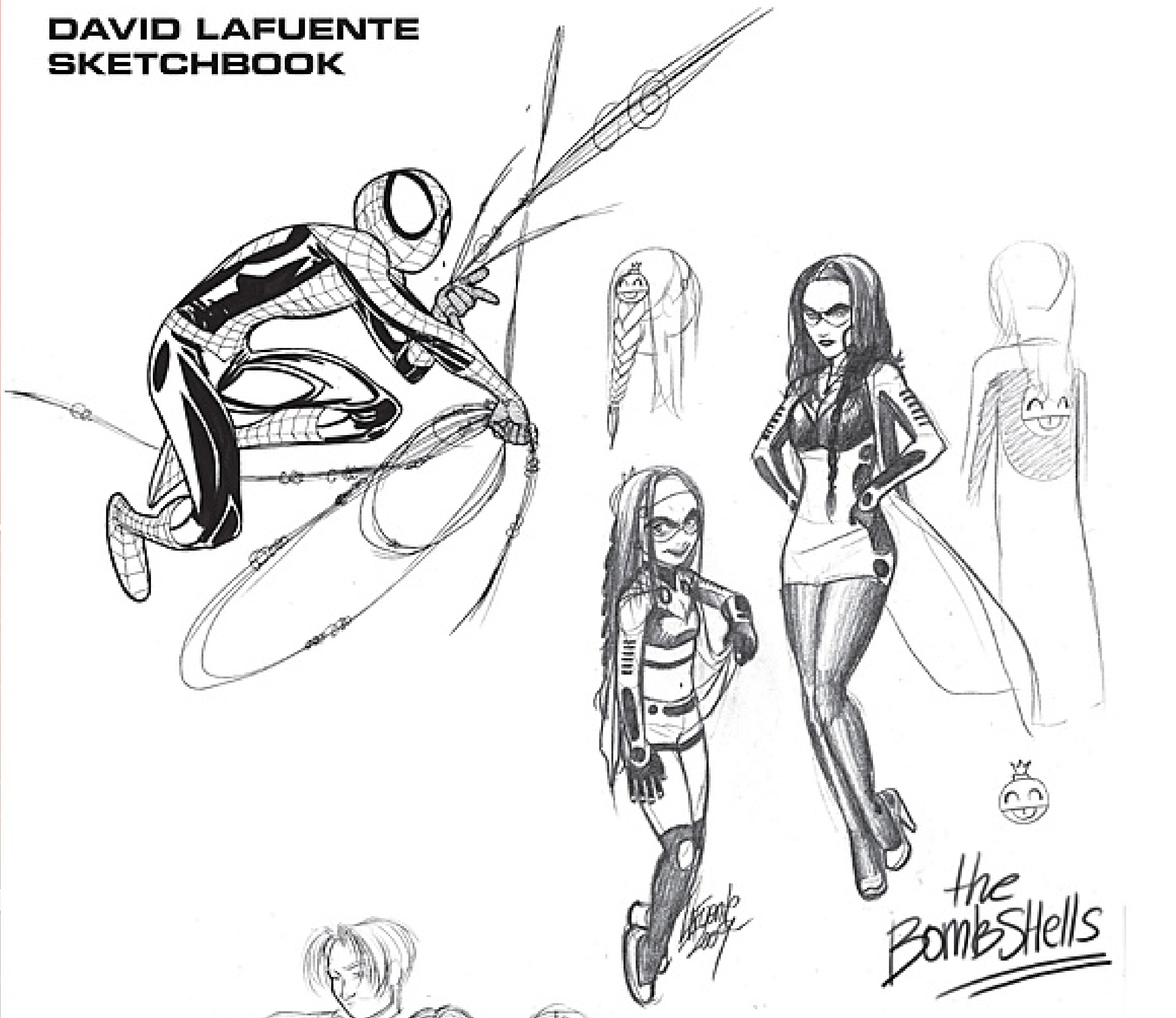
And I tell you, my people, because you need to know... I'm not insane.
Mysterio is planned.
I'm controlled chaos. Planned madness.
I sent that-- well, I call it my Spider-Slayer.
I sent it to that school. I designed it and I programmed it and launched the tech.
I'm not like Wilson Fisk. I'm not going to sit here and pretend Spider-Man isn't a concern until one day I wake up and he's ruined me.
No. *I'm* going to ruin *him.*
I'm going to out him, beat him and kill him. And I'll give this kid credit, he is formidable. He is a concern.
How did I get so hot on his tail? I'll tell you.
I have his blood. I have his DNA. His genetic scent.
And now I have footage.
It's not the best, but someone knows who he is.
And as soon as I upload this, someone out there will help me ruin his--
Uh-oh. Seems I have a drop-by.
Guys, this is Captain Quaid, I'm telling you, you're getting too close.
We tracked the tech but that doesn't make him an idiot.
This guy is dangerous. He's not your average--
Damn it.
So close.

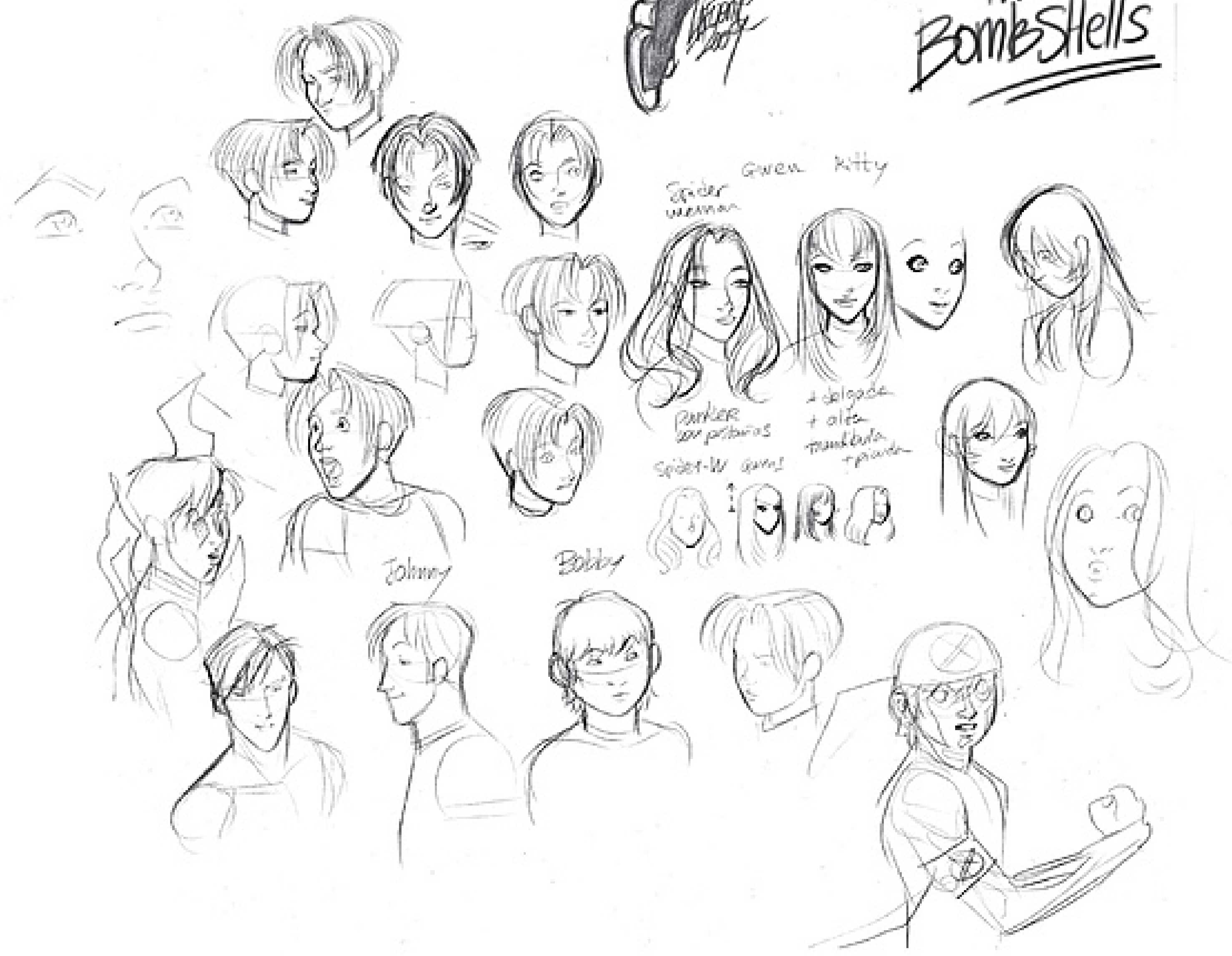
SWAT

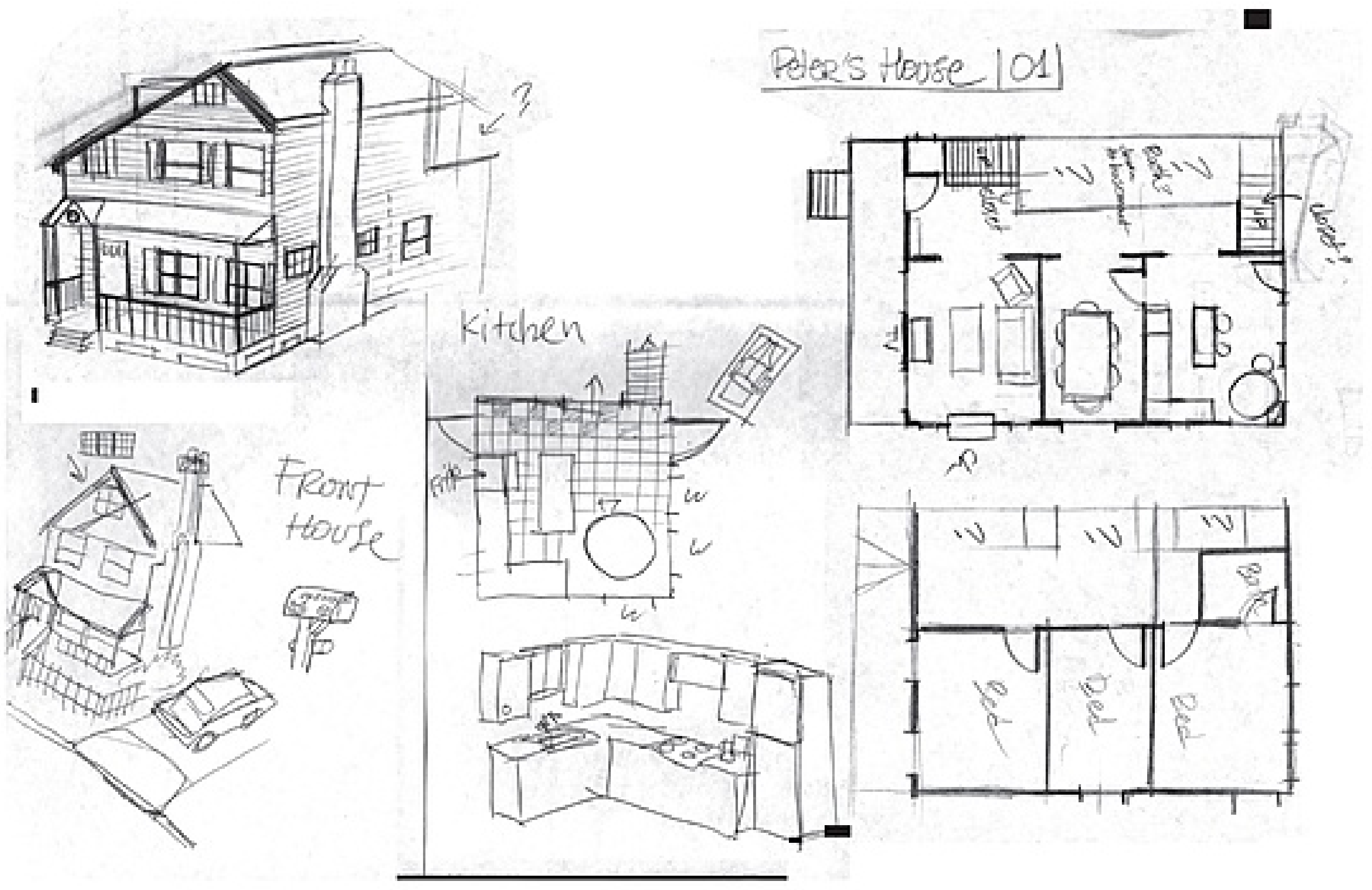
Damn it.
So close.
Next: The Watcher!

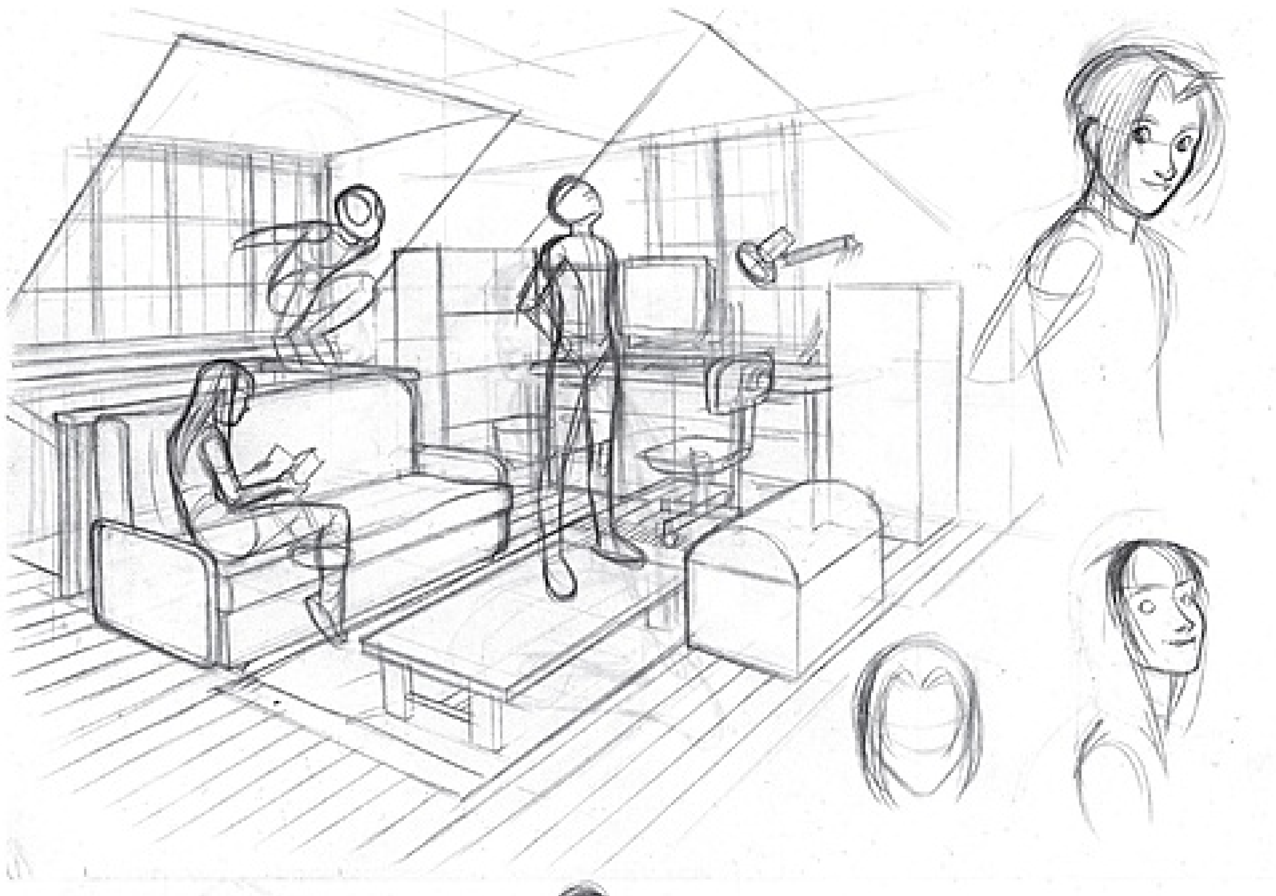
#1 VARIANT
BY MARKO DJURDJEVIC

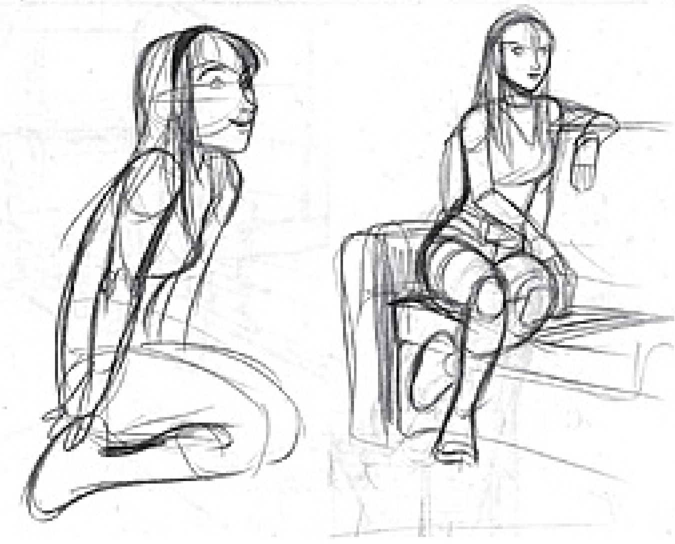
DAVID LAFUENTE SKETCHBOOK

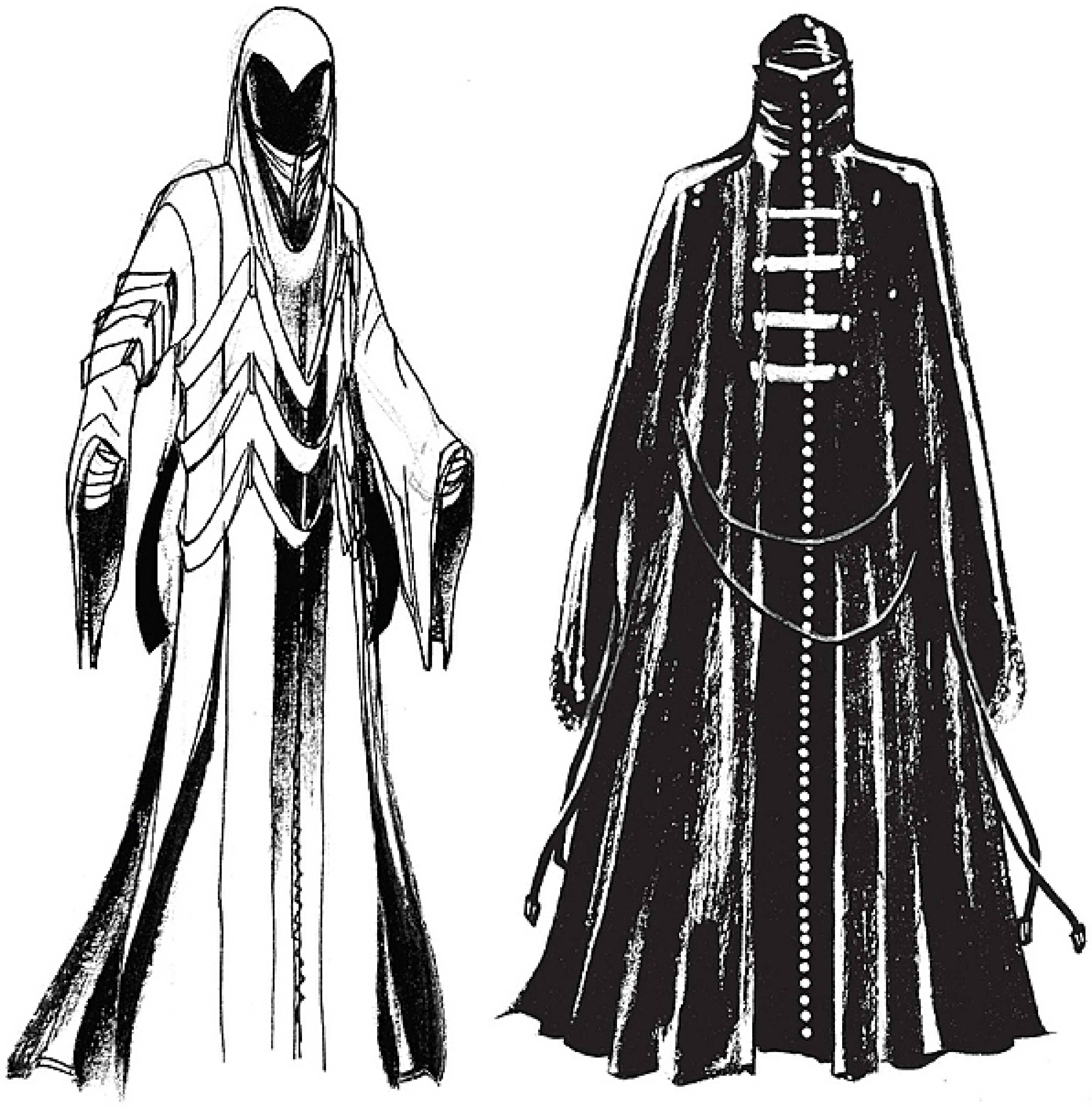












IT'S BEEN SIX MONTHS SINCE THE ULTIMATUM WAVE LAID NEW YORK LOW,

AND THE WORLD ACCORDING TO PETER PARKER

HAS A WHOLE NEW SET OF RULES...

"A perfect introduction to the Ultimate version of Spider-Man. This is Bendis at the top of his game with a great artist creating a great book."
— Chad Derdowski, *IGN.com*

"This is one of the few comics out there I could seriously recommend for the incredible artwork alone... Lafuente already fits perfectly into the groove of this comic. Bendis does bring his usual A-game."
— Andrenn, *Comicbookrevolution.net*

The *Daily Bugle* is no more, the Kingpin has been deposed, Midtown High has another super hero roaming the halls—and would you believe the people of New York City absolutely *adore* Spider-Man? Even the cops are asking for his autograph!

You'd think life for Peter Parker was pretty sweet, but the Ultimate U's favorite high-schooler has some issues, too: a new girlfriend earning all kinds of drama from the old one, Aunt May turning her modest Forest Hills home into a boarding house for wayward youths and a hot-headed hellion named Mysterio on the loose! And that's just for starters!

Collecting *Ultimate Comics Spider-Man* #1-6, written by Brian Michael Bendis (*New Avengers*) and illustrated by David Lafuente (*Patsy Walker, Hellcat*).

T+

MARVEL